MILES MORALES:
SPIDER-MAN

"The poster child for modern-day Spider-Man stories."
— Screen Rant

BENDIS
PICHELLI
MARVEL
MARQUEZ
PONSOR

MILES MORALES: SPIDER-MAN

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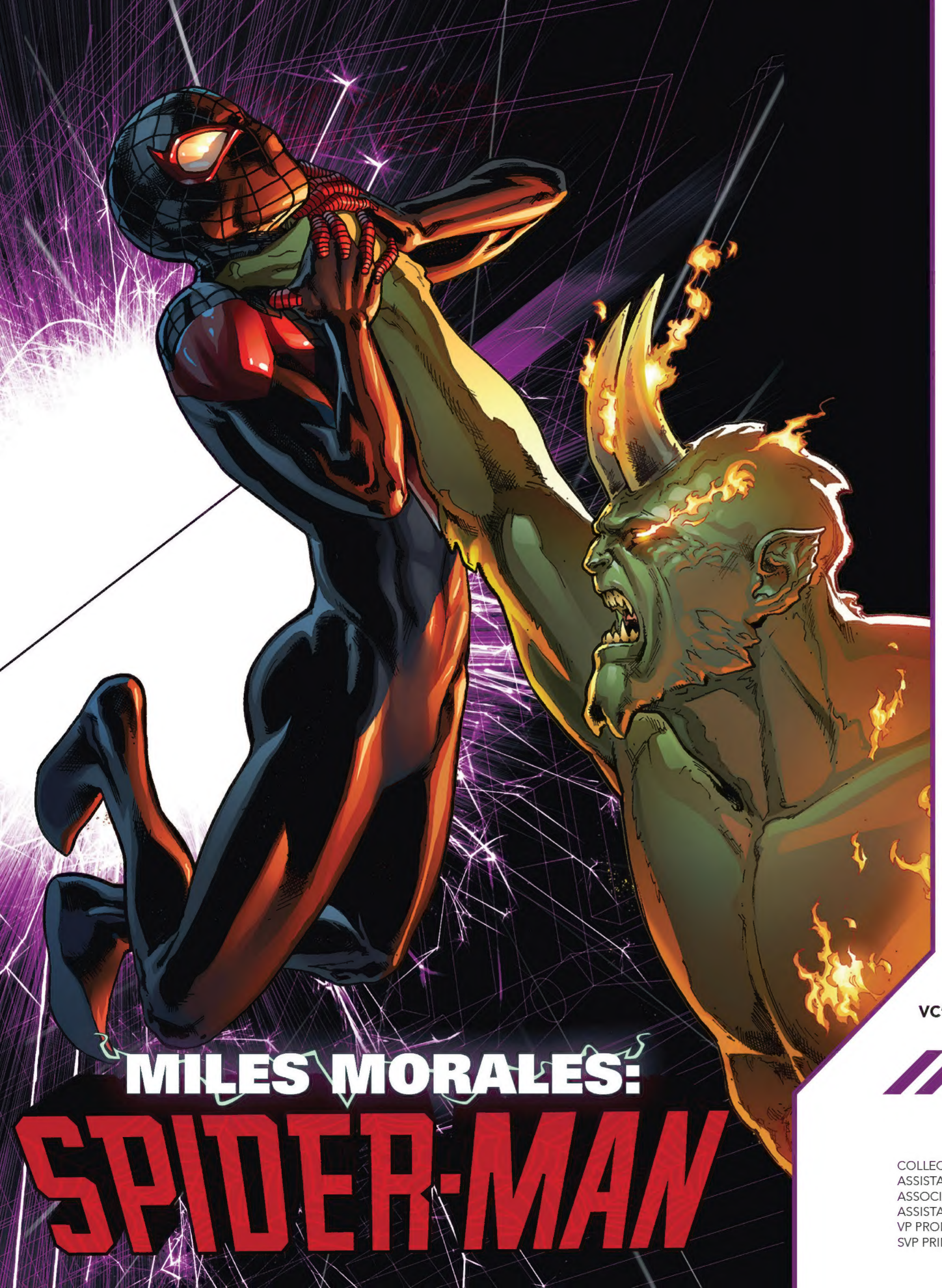

MILES MORALES: SPIDER-MAN

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ULTIMATE COMICS SPIDER-MAN #1

OZ EXPERIMENT 192 SUBJECT :ARACHNID NO.42

You a fan of greek mythology, Doctor Markus?

I'm not *not* a fan, Mister Osborn.

Ever hear the myth of Arachne?

Mmmmno.

Eleven Months Ago.

The story goes that Athena--you know--Athena, right?

Seems she heard there was this woman on earth--a mere mortal, like you and me.

(Well, like you.)

Who happened to be a better spinstress than Athena was.

A spinstress?

A spinstress. A weaver.

ARACHNID NO.42

BLOOD RH+ MODIFIED X 8.0

Athena wasn't happy to hear this.

At all.

So, so she came down to earth and destroyed the woman's creations.

When this mortal lady saw what had happened--that she had insulted the gods and her life's work had all but been destroyed...

She killed herself.

But then Athena took pity on this poor girl.

Athena came down and touched her on the forehead with a magic reviving liquid and said:

"You shall not die today, Arachne. You are a great spinstress and you shall be transformed so you can weave your web forever."

At Athena's words, Arachne shrank and blackened.

First her nose and ears fell off...

And then her fingers turned to legs.

And what was left of her became her body. And she was left to spin her web.

The woman turned into a beautiful spider.

Now I need *you* to be Athena.

I'm sorry?

Osborn Industries, Main Laboratory Facility, Long Island.

Because you were kind enough to sign all of my nondisclosure agreements and because you were curious enough to come here and pursue your very specific line of scientific expertise...

You will now learn one of the great secrets of the scientific community.

I created Spider-Man.

One of our original test subject spiders was genetically altered using an earlier version of my super-soldier Oz formula.

That spider bit a young man and that young man not only survived but was given the proportionate strength and abilities of that spider.

What?

You heard me.

And you don't know--wow, you don't know the specifications of the spider?

No. It died.

Do you have a log of the measurements of the formula that altered the spider?

I thought I did but no.

Can we get blood samples of the boy?

We have them.

And you weren't able to reverse-calculate the--?

No.

But now we have *you!!*

SLAP

And now I know why you were so crazy to buy out my contract from the Roxxon Corporation.

You're the expert in the field, Doctor Markus.

Actually Otto Octavius is the real expert in the--

We don't talk about *that* man in *this* laboratory.

You created Spider-Man.

And I hope you understand that if this information leaves this building I will *kill* you.

Excuse me?

I said I will beat you to death with my bare hands.

You have four doctorates... which one of those words do you not understand?

But if you solve this problem for me I will reward you to the point where I reinvent your life on every conceivable level.

n°42

n°43

n°44

n°42

n°42

n°42

WIN A 50G FORTUNE TODAY!

DAILY BUGLE

NORMAN OSBORN IS THE GREEN GOBLIN!

CONTROVERSIAL INDUSTRIALIST IS REVEALED TO BE GENETICALLY ALTERED MONSTER NOW IN THE CUSTODY OF S.H.I.E.L.D.

Reporting by Frederick Fosswell

Agents of the world peacekeeping task force S.H.I.E.L.D. have confirmed to the Daily Bugle that controversial industrialist Norman Osborn had infected his own body with one of his experiments altering himself into what one of our S.H.I.E.L.D. sources are referring to as the Green Goblin.

Sources also confirm that this Green Goblin is the same one that attacked Midtown High School a few months ago, shutting the school down for weeks. It is also referred to as the public debut of the mystery man called Spider-Man. Whether or not there is a connection between Spider-Man and Norman Osborn's double life has yet to be revealed.

Speculation continues as to why Norman Osborn would break one of the cardinal rules of science by experimenting on himself. Sources close to Norman say that certain pressures to create a workable version of his experimental "super-soldier" formula led him to use the formula on himself.

DIGITAL LOCK
OVERRIDE
1 2 3
4 5 6

Brooklyn, New York

This is a circus.

Stay focused, honey.

I am all focused.

It's just a damn circus.

You're making Miles nervous.

I'm fine.

Miles, baby, no matter what happens today... this is not a reflection on you.

I know.

This has nothing to do with you as a person.

There are only 40-some spots available in this charter school and there are, what? 700 applicants from our neighborhood.

I know.

You just need to stop and think about that.

It's just-- This is a lottery.

I know what a lottery is.

But it has nothing to do with you.

Please make this stop, Dad.

How long have you lived in our house?

Since birth.

And have I ever been able to make this stop?

I thought just this once.

Let's just get this foolishness over with.

There are only three seats left to the Brooklyn Visions Academy.

Please, if everyone could stay seated, we would get through this quicker.

The next name is Katie Hague.

Katie Hague.

Can we go now?

Stop it.

The world's gone insane.

Yes!! Oh God!! YES!!

Oh God!!

Andy London.

Insane.

Waste of a day.

Please stop.

42

Miles Morales.
Get outta town.
Oh, my God.
Oh--oh-- you have a chance.
Oh, my God, you have a chance.
It's--it's all happening.
It shouldn't-- all these other kids.
Should it be like this?
Just focus on you. You got in. Focus on that.
You get to pick dinner, kid.

KNOCK KNOCK

Uncle Aaron, it's Miles!!

Uh, hold on!

There he is.

My man.

Hey, Uncle Aaron.

Get in here, boy.

How's your mom?

She's happy today.

Why's that?

I got into that charter school.

That's-- that's damn good news.

I didn't do anything, though. It was just a lottery.

No, no... you got your ticket out of this cesspool.

You play your cards right, you make your own way. Your dad and me didn't have a chance in that school we went to.

You did okay.

Listen to me...

We had to fight.
Boys shouldn't have to fight the way we had to.
You shouldn't have to see half the stuff we did.
You--you learn. You study.
And you make the world the way you want it to be, not the way it is.
You make it.
Don't let people make it for you.
This is a good thing. This--this calls for popsicles.
Yeah.
Right?
Your daddy gonna be able to pay for it?
I don't know, I guess.
Wish he'd let me help.
We'll be okay.
"Okay."
If it starts to fall apart, you tell me. Don't tell your mom to tell me.
You come here and tell me.
She ain't gonna take your money.
We'll worry about that another day.
She doesn't even like me coming here.
What's this?
Oh hey no. That is something else--that is something for work.
What is it?
Don't worry about it. You thirsty?

AGH!

What the--?!!

CRAT!

What the hell happened? What the hell??

What-- hey--what happened?

Miles!

Miles??

Oh thank God! Are you *okay?*

What happened?

You fainted is what happened! I had to call your--

What the hell did you do!!

--father.

Are you okay?

What did he do to you?

Yeah, Dad. I just

What? No. I got bit by, like, a spider.

What did you give him?

What??

What did you give him?

A popsicle.

What the hell kind of guy you think I am??

I have no damn idea what kind of guy you are.

Dad, stop it.

What are you even doing over *here*, Miles.

I'm sorry.

I should call the police!!

He comes over to hang out every once in a while.

I specifically told you to stay away from my family--

You keep squeezing him this tight he will slip through your fingers.

I don't need life lessons from you.

Well obviously he thinks he does.

He doesn't know you the way I know you.

You're right.

He knows me a whole lot better.

You keep away from my son.

Or what?

You keep away from that boy.

I'm not going to have you screw him up like you do everything else you t--

19

I believe he just ran away.

Miles??

MILES!!

100a

Dad,
I'm right--

oh, no.

Whoa.

ULTIMATE COMICS SPIDER-MAN #2

Brooklyn, New York

So I said to the guy: You never read the book yet you go online and talk about it as if--

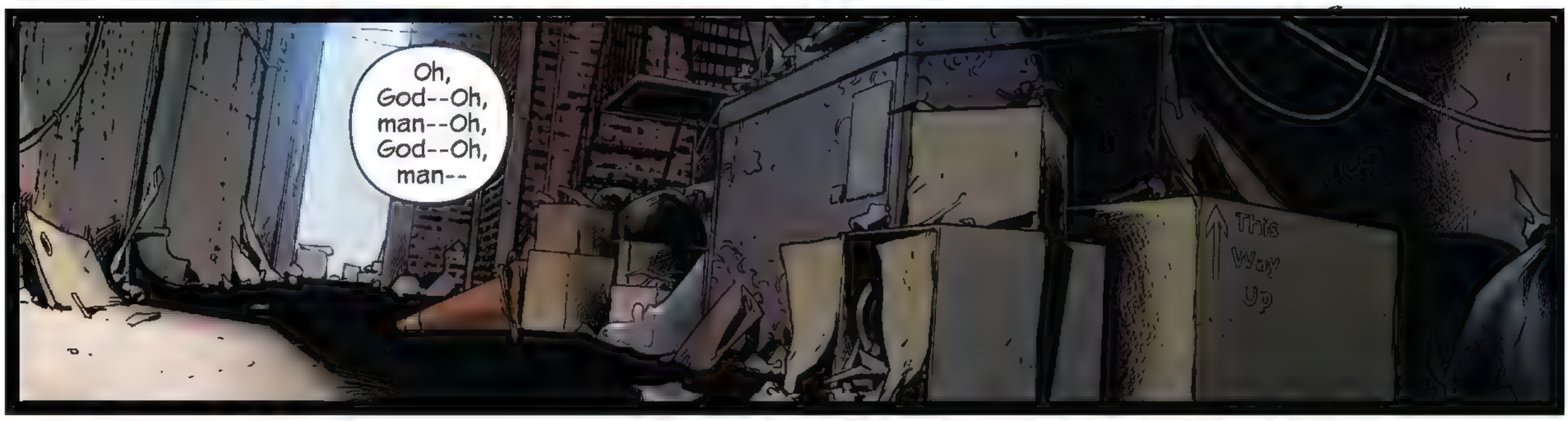
Agh!

Whoa!

How did you--?
Damn!
How did you *do* that?
You shouldn't be *running in the street!!*

What the *wha-- hey?*
Whoa!

It was a-a- a mutant!!
It *was!!*
I hate this city.
A damn mutant!!


Oh, God--Oh, man--Oh, God--Oh, man--
This Way Up

This isn't happening.
Please tell me this isn't happening.
How is this *happening?*

And I said to her that her friend was a big fat pig and what does that have to do with *me*??

You didn't say any damn thing.

Ask her.

I'm hungry.

Me too.

You got anything to eat?

Wh-what?

You got something to eat in there?

Or an iPad.

I could use an iPad.

Don't.

Let me see what's you got, little man.

Don't!! That's--

Hey hey hey, just settle down. You wanna get hurt?

It's mine.

You lookin' to get hurt?

You wanna turn it into a thing I got no--

ZZAAATT

AGH!!

@#$@#$!

What?

Little ##$@, just *zapped me!!*

With *what?*

N-No, I didn't.

I was just playin'. But you go and pull some nasty--

Ggkkk!!

Whoa!!

Ggkkk!!

What just *happened??*

Get away from me!!!

What the hell?

He's a--he's one of those *mutants!!*

Oh *damn!!*

We should call the police!!

Can't believe I'm seeing a real mutant.

I thought they were made up.

We should call the police.

And tell them what?

Thank God you're home.

Miles!! Dude!

I need you, Ganke. I need your brain.

Just let me finish the masthead.

I need you to come back to real life and I need you to ***help*** me.

What's going on?

What I am about to ***say*** and ***show*** you can ***never*** be talked about outside of ***this room.***

What ***happened?***

I need you to ***promise*** me that what I'm about to say and show you will ***never*** be talked about outside of ***this*** room.

I don't know what we're talking about.

Promise me.

Tell me what we're talking about.

Promise me.

Dude.

Have I ever, ever screwed you over?

You're the only person I ***talk*** to.

Who am I going to tell whatever you're about to say?

Okay.

Okay, I want you to ***watch*** this.

Prepare to be freaked out like you've never been freaked out ***before.***

Please don't take off your pants.

Just watch.

Did it happen?

Just watch.

Where am I supposed to be looking at exactly?

Are you taking a dump?

I don't understand...

Hey, uh, did you get into the school?

I can *do* things now.

Listen to me, something *happened.*

Like *what?*

Like, like...

ZAAAT

SMASH

Huh?
Why did you *do* that?
No.
The question is *how* did I do it?
How *did* you do that?
I know, right?
Do it to something else.
Uh, do it to something that...I haven't been working on for three weeks?
I think I may be... a mutant.
Since when?
Since today.
Today you turned into a mutant?
It was the craziest, freakiest thing in the world.
I went with my parents to the school lottery.
I got in.
YOU GOT IN!! That's awesome. Maybe we'll get to room--
And then I went to my Uncle Aaron's...
I went to my uncle's and I got *bit* by a spider.
By a *spider?*
Who gets bit by a *spider??*
It was a *huge* spider.
Like a tarantula?
Like a giant spider and it had a number on its back.
You got bit *by a spider?*

And it bit me right here.

Dude, that's-- there's nothing there.

It was gross ten minutes ago.

It was *huge.*

It's a dot. Are you sure you--?

It's a dot.

FROG-MAN

I freakin' *passed out.*

You should go to the hospital.

I *can't.*

You can't?

They will *know* I'm a mutant.

And you know what happens to mutants in this country.

A *spider* turns you into a *mutant?*

I don't...

I need you to believe me.

I believe you that something happened.

Whoa!!

Do you know you just did that??

That's what I was trying to tell you.

Dude, you *are* a mutant.

That is entirely cool.

No, it's not.

It's not *cool* to give up any sense of a--A normal life.

You get to--

It's not *cool* to end up in a military *concentration camp* or something.

They don't put mutants in camps.

Yes, they do.

That's all, like, a conspi--

A mutant *drowned* this city.

You do not get to be a *mutant* in New York City!!

Okay, okay.

You can't tell anybody about this.

Hold on, roll back... a spider bit you? A spider with a *number?*

What number?

You can't tell anyone.

We have to figure out how your powers work.

I don't have *powers.*

Dude, *you* have powers.

And I don't care what you say: this is insanely cool.

I'm scared out of my mind.

Son.

Let's go.

I didn't even know he was here in our house.

Let's *go!*

GAP

Carphone Warehouse

Over there.

Sit down over there.

What are we--?

Why did you run away from me?

You were... freaking me out.

Have I *ever* hit you?

No.

Then you-- you don't run away from me like I'm some kind of crazy person.

You looked like you were gonna hit Uncle Aaron.

Well, I might have. I'll give you that.

He didn't do anything to me, you know.

Why do you go over there?

He's my uncle. He's my-- my family.

We really don't have that big of a family and--

There is a *reason* we don't go over to Uncle Aaron's.

You never told me why...

Why do you think?

Because you and him had some sort of fight before I was born.

Well, you're half right.

We don't go over there because your uncle, though he may seem like a great guy...

He's not.

I'm not saying this because I'm mad at him...I'm saying this because... he is a thief.

He's a crook.

He's a crook like... he steals things?

Yes.

(Good Lord... I did not want to have this conversation with you ever.)

I knew this day would come, though.

I was hoping he'd be in jail by the time you were old enough to understand...

Is that why you don't like him?

Listen, I love him.

Your father would not be here if not for him...but at the same time I can't have a man who doesn't know the difference between right and wrong...

And he really doesn't know the difference...

I can't have a man like that around my only son.

What do you mean? You wouldn't be here if not for him?

I mean when we were younger he saved my life.

But that doesn't mean--

(This is very complicated...)

Has he been to jail?

Yes.

And so have I.

When?

Before you were born.

What did you do?

I stole something that didn't belong to me.

You gonna give me any details?

This is very hard for me.

I'm telling you my biggest-- this is my biggest shame.

And I'm telling it to the person that it most shames me to tell it to.

You and Uncle Aaron used to steal things together and *you* stopped and he--

Pretty much.

When we were kids we didn't have-- we didn't *see* any other opportunity coming our way.

Not saying that we didn't *have* other opportunities... I'm just saying we couldn't *see* them.

Once we got older I could see them.

I could see meeting someone like your mother.

I could see having a kid just like you.

I could see a family.

I could see a *real* life.

I could see it and I knew that I had to do everything I could to make that happen.

And it has.

You, your mother, your new school...it's all happened.

But your uncle never got past that place we were at when we thought it was funny or fun to do things we knew were wrong.

I'm not making excuses for myself...

I'm telling you that I paid for my mistakes and I've spent every single day of my life trying not to repeat them.

There's good and bad in everyone.

Anyone can be bad, anyone. It's easy.

It's the easiest thing.

But to stay focused. To live a good life... it's the hardest damn thing.

Do you understand?

And though I love my brother, I do...

I can't have him around because there is nothing more important to me in this world than *you*.

There is nothing more important to me than you not having to fight temptation around him.

You know what I'm saying?

You should've told me about him.

How could I have known this?

How do I tell a little boy this?

Is he going to go to jail again?

Probably.

I don't know what he does or who he works with.

I just know enough to know we don't need that in our lives.

But what I do see is that you felt that you could go to him--to talk about things that were bothering you...

And for whatever reason you didn't think you could come to me.

I can't make you want to come to me but I can tell you: you *can*.

There is nothing in this world that you can't tell me. There's nothing I won't--

Uh...

Dad?

Wow.

You think that after all the city has had to deal with they would round up these mutants and let us live our lives like normal human beings.

I don't think the Human Torch is really a mu--

I just wish they would all leave this city alone.

We should get out of here.

Your mother is waiting on us anyhow.

We will talk about this again.

You're a big boy now.

You're going to be a man before either of us knows it.

BRZZT

STARPICS

Z100

Ganke THE AWESOME:
today,1:07 am
you're not a mutant.

Ganke THE AWESOME:
today,1:07 am
you're not a mutant.

Ganke THE AWESOME:
today 1:08 am
u have chameleon like powers like some spiders do- & u have a venom strike, like some spiders have.

u have chameleon like powers like some spiders do- & u have a venom strike, like some spiders have.

Sir MILES:
today.1:09 am
what r u talking about?

today.1:09 am
what r u talking about?

Ganke THE AWESOME:
today.1:10 am
Spider-Man was bit by a spider too.

STARPICS

Z100

too.

Ganke THE AWESOME:

today,1:12 am

Spider-Man myth busted By Ben Urich

Ganke THE AWESOME:

today,1:12 am

Sp n myth busted By

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HOW SPIDER-MAN BECAME SPIDER-MAN

By BEN URICH

Last Updated 3:37 PM July 13, 2011

Posted 5:54 AM July 13, 2011

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picture by Peter Parker

though said with levity, Spider-Man told police officers that he was bit by a spider that gave him spider-powers.

STARPICS

Z100

Ganke THE AWESOME:

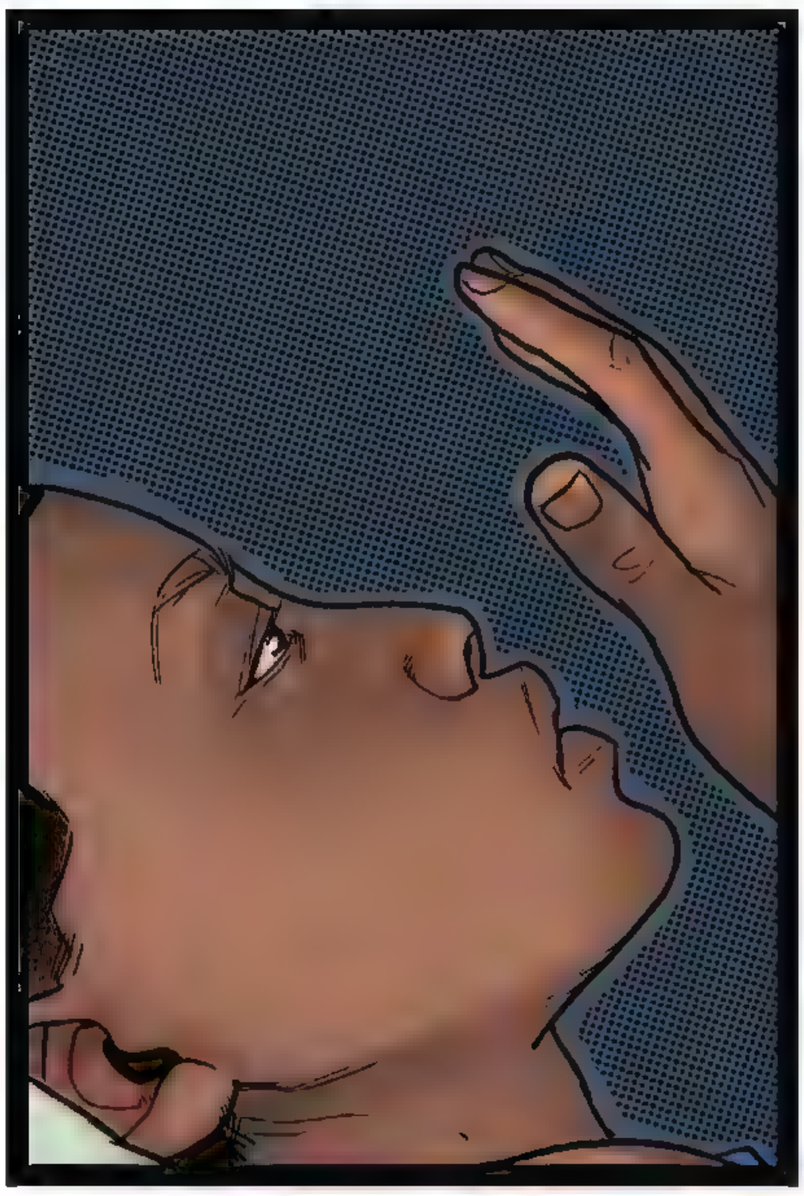
today,1:10 am

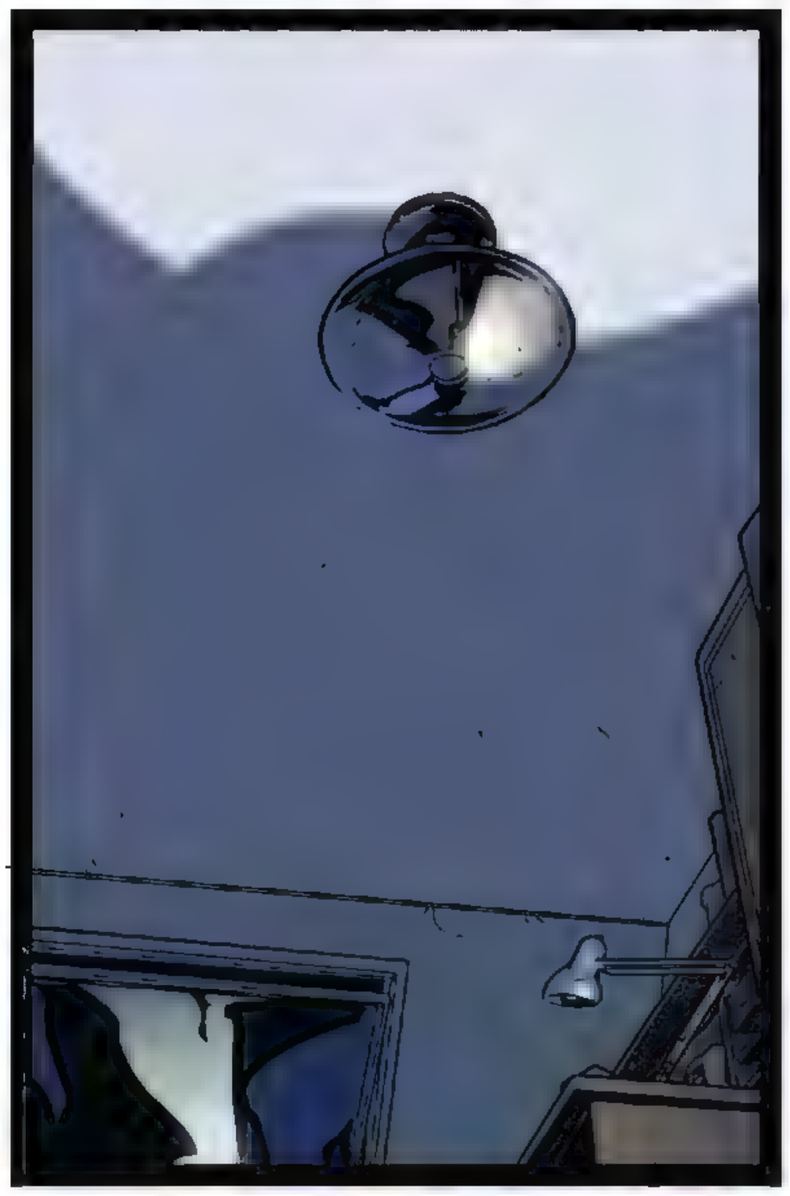
sorry u'r not a mutant but...
R U Spider-Man?!!

Ganke THE AWESO

today,1:10 am

sorry u'r not a muta
R U Spider-Man?!!





oh no.

ULTIMATE COMICS SPIDER-MAN #3

Dude, *show me!*

Jeez, Ganke!!

Miles.

Ganke!

Show me.

No.

SHOW ME!!

Shut the door.

Okay, now how does it--?

Wow.

What am I going to do?

What are you going *to do?*

I am so screwed.

How is this in *any way* a bad thing?

You're *Spider-Man!*

I'm not Spi- stop *saying that!*

YOU ARE!!

You got bit by a spider. *He* got bit by a spider.

You can walk on walls, *he* can--

Stop.

This is the *best news ever*, and *you're* acting like--like--

I don't *want* to be Spider-Man. I don't *want* to walk on walls.

Okay, *first* you were upset you were a mutant...we find out you're *not* a mutant.

You're a super something person!

We--

There's *no* difference.

No, see, Mutants are born with a gene, an X-gene.

You-*you* were injected.

By *what?*

The spider that bit you is ***clearly*** some sort of science experiment that--
Clearly??
You said it was a big spider with a number on its back.
How many big spiders you see with marked numbers on their back?
What was it doing in my uncle's apartment?
Let's go ***ask*** him?
What?
My dad--no.
My dad doesn't want me going around there.
No.
But this is hugely crazy important.
Well, fine. ***I'll*** go over there.
I'll get the spider to bite me.
At least one of us can fight crime and get girls and ***enjoy*** it.
Why are you so obsessed with girls all of a sudden?
All of a sudden?
You play with Legos all day.
I don't hey--not ***all day.***
You don't get girls by playing with Legos.
I ***sculpt*** with Legos and like you know girls all of a sudden.
Normal what?
I just-- I want normal.
NORMAL!
I want to go to school. I want to go to college.
I've been killing myself to get into charter school.
You won a lottery!!
But I have to--you know what I mean.
You can do that too.
And save the world with your spider-powers.
Why are there spiders running around the city biting people and giving them spider-powers?
This is insane.
Let's go to your uncle's.
I promised my dad.
No offense to your dad, but he's a lame ass.
We have to figure this out.
I mean, we ***have*** to.

KNOCK KNOCK

Uncle Aaron, it's Miles!!

He's not home.

Uncle Aaron?

Are you sure this is the right place?

He moved out?

Weren't you here yesterday?

Uncle Aaron??!!!

He ain't here.

Uncle Aaron??

I don't know what happened.

Maybe your dad scared him out of the city?

Maybe the spider *was* his?

Maybe.

We have to, like, test your powers.

I should go to a doctor. I could be dying.

You're not dying.

Hey, can you make webs?

Webs?

Spider-Man makes webs!

Do they come out of his body or does he have a--?

WEEEEOOOOOOWWWWEEEOOOOO

HONK HONK

WEEEEOOOOOOWWWWEEEOOOOO

HONK HONK

Whoa!

HELP!

Dude, you can get her. Climb up there.

Who cares?

People will see me.

You're right.

Are you nuts!

Get the *hell out of here!!*

Aaaliee!!

I can--

Back!

Ho!

WhatamI doing?WhatamI doing?Whatam Idoing?

What the hey?

Hi.

Uh, take my hand.

Aaaaiiiee!!

Yeah, uh, please.

Get aiaaway from me!! Don't touch me!!

HELLO! I'm trying to save your--

AAIIEE STOPWHAT AREYOU--??!

Sorry!

AAIIEESTOP WHATAREYOU DOOIIINNGG??!

AAAIIEEE!!

AAAIIEEE

WHHOOOSH

Got her!

YOW!

Holy!

Dude.

Back! Everybody back!!

Okay, that's just crazy!

What is he--??

Oh no...

Woof!
Ruff!
FUMP
That was *amazing!!*
HOWARD THE DUCK
Are you okay?
Kaff!!
C-can't breathe good.
She-she can't breathe!!
We got her!
Kid, that was *amazing!!* Crazy but amazing.
You okay??
How did you *do* that??
What's your name?
Told you Spider-Man was black.

Miles?

Miles!!

HUUAAGG!!

Ughhhh!

Dude, that was *amazing.*

HUUAAG!!

Dude, huh?

Hey hey...

What was I *doing?*

You saved those people.

I've never- I've never done anything like that before *in my life.*

You never had spider-powers before.

You know what I mean.

Dude, I know you're freaking out, but--but that was amazing.

(Never again.)

What?

Never again. I'm not made for this. I'm not--

But you have powers.

I didn't ask for them and I don't want them!!

But--

This stays between us. I *mean* it.

But--

I *MEAN IT!!*

There's already a Spider-Man and he seems to- to love it.

He loves jumping around and being hit in the face and lit on fire.

I'm not that guy.

Let him do that.

But--

I'm not that guy.

Okay.

Welcome to the Brooklyn Visions Academy.

I can see from the look in your eyes how excited you are.
And I know that for some of you this is your first night away from home.
And some of you are a little scared.
You have nothing to be afraid of. This is the safest place on earth.
This is your kingdom.

But you get to see your family on the weekends and, trust me, in just a couple of weeks you will be fully integrated into this new lifestyle of yours.
It is a lifestyle of learning.
It is a lifestyle of imagination.
Of community.
Of purpose.

Hey
Hey...
They said this is my room too.
Welcome.
Do you have superpowers too?

My name is Judge.
Ganke. This is Miles.
If you wanted the top bunk you should've got here sooner.
That's a'ight.
I like this guy.
Easy going.

You guys seem normal. Huge relief.
What are your feelings on Legos?
Legos are dope.
I *like* this guy!!

I know that many of you are very goal oriented towards your future--and that's good.
We encourage that.

"And I can promise you that you will be given the tools and the techniques you'll need to make these dreams come true.

"That's why we frown on a lot of internet surfing and outside distraction.
"Here you get to learn, excel, explore your mind.

"You get to discover what you can really do."

DIE, SPIDER-MAN!!

AAAAGGHH!!

Nugaagh!!

S'goinon...

Nothin' m'ok!

Whoa!

What are you guys doing?? Stop it!!

Everybody out of bed!! Emergency drill!!

Is there a fire?

Leave your stuff and follow everyone into the gymnasium.

Let's go let's go!!

Okay, okay...

Everybody calm down.

Everything is going to be okay.

We have a city-mandated regulation emergency drill every time there is ***any sort*** of unusual superpowered activity in the city.

What's going on?

We don't have all the information but there is some sort of super hero war zone happening on the Queensboro Bridge.

The news has reported that there have been some fatalities...

This is going on ***right now?***

Everything's going to be okay.

Who got hurt?

Again, I don't know all the details but...

Supposedly...

Spider-Man has been shot.

SCREAM

ULTIMATE COMICS SPIDER-MAN #4

Brooklyn Visions Academy, Night.

Please, please...

Everybody calm down.

Everything is going to be okay.

You said Spider-Man's been shot and the city's *gone crazy!!*

How is that okay?

I told you we don't have all the information, Ganke.

I told you what is on the news.

We have a city mandate to gather you in drill formation and wait for further instruction.

Can I call my mom?

We are already in the process of calling your parents.

Cover for me.

Miles?

Just-- please, Ganke.

Cover.

Cover?

What are you going to do?

Oh man...

Oh man...
Oh man...
Oh man...

Peter Parker's Last Stand.

I will destroy your family like you destroyed mine!!

I will kill everyone you know!!

Could you do it--

Quietly?!

SMASH

There you go.

Ow!

Oh, man!

FLOOD

WHOOSH

it's okay.

I--I did it.

Just--just hold on. The ambulance is--

Don't you see...it's okay.

I did it.

I couldn't save him.

Uncle Ben. I couldn't save him...

No matter what I did.

But I saved you.

I did it.

I did...

Oh God!

Not him too!!

PLEASE!! Not him too!!

What- what was his name?

Peter Parker.

DAILY BUGLE®
NEW YORK'S FINEST DAILY NEWSPAPER

SPIDER-MAN R.I.P.

NEW YORK CITY'S FALLEN HERO WAS QUEENS' HIGH SCHOOL STUDENT PETER PARKER

REPORTING BY FREDERICK FOSWELL

What?

Instead of being a coward.

How was this at all--??

You know I could have helped stop this.

If I would have used my powers when I first got them--

Like I was *supposed* to--

Like you *told* me to--

If I wouldn't have been *hiding* in this room...then by now my whole life would've been different.

I-I would've met Spider-Man.

I would've been in--in the loop.

Loop?

I would've known what was going on and I would've been able to help.

Maybe--

Yes! I would have been the extra something that *stopped* this from happening.

Maybe.

Or maybe you would've gotten killed too.

I was given these powers for a reason.

You said it.

And I sit here...scared of my dad...

I'm scared of everything...

And now look at what's happened!!

Or Maybe--

Maybe *this* is what you were given the powers for.

Maybe you're supposed to be Spider-Man now that we don't have one anymore.

Maybe you're the Spider-Man in the on-deck circle...and now it's your turn.

This is crazy.

All the bridges are closed.

You think we'll get the day off school?

What?

The funeral of Peter Parker.

Excuse us.

Sorry.

Excuse me.

Are you Spider-Man's mommy?

No, sweetie.
I'm his aunt.
But you made him breakfast like his mommy?
Sweetie.
It's okay.
Yes, sweetie. I did.
When I was little, Spider-Man saved me from a fire so I didn't die.
Do you need a hug right now?
Why did he do it?
Why did he become Spider-Man?
That was #@$%^& chillery.

Uh-oh.

Because his uncle, the guy who raised him, died.

Peter thought he died because even though he had these powers he didn't do anything to help.

'Least that's the way Peter saw it.

And his uncle told him these words, words he lived by:

That with great power comes great responsibility.

Okay?

Wow.

Dude.

Why'd he wear a mask though?

Because he didn't need anyone to know who he was to be a hero.

And it looked @#$@ cool.

Oh my God!!

Do I not know how to *do this!!*

Say thank you.

What did you do?

No.

You say thank you because I just made your life insanely easy.

SPIDER-MAN costume & mask

Halloween exclusive

You've got to be kidding me.

That cost $80.

You just spent $80 on this?

Not just for you.

I wore it for Halloween last year.

Oh my God. You *did.*

I totally blanked that out.

You blanked out a 75-year-old lady lecturing us for 20 minutes about how we were too old to go out for trick-or-treating?

How do you block that out?

Because it was the most embarrassing thing that ever happened to you?

It happened to you too, Frodo.

Wait...you spent $80 on a Halloween costume to get like $10 worth of candy?

I was going for authenticity.

Put it on.

Is this in bad taste?

Hell no! You're *honoring* the dude.

Lock the door.

HA HAAA!!!...

Oh my God!!

What was I waiting for!!??

This is amazing!!

This is-- oh man!!

Okay, okay...

Big question!!

Now how am I supposed to sit in class all day when I know I can--

CRAASH

Crash??

ACT

BAR-B-QUE

Liquors

SMASH

COLA

OPEN

You want to tell me that again?!!

I get out of prison and you tell me you *"lost"* my cut of our last job??

Please, come on, Kangaroo, you didn't give me a--

Don't speak to me like you *know me!!*

I only want one thing--!!

SMASH

Give me what you owe me.

Or I will beat you to death.

Wow.

That ain't nice at all.

I think an *apology* of some sort is due.

To *all* of us, really.

We'll wait.

Spider-Man?

I thought you was dead.

Yeah, man, that is in terrible taste.

SMASH

Hhuurr!!

Wow, okay, you're a faster slab of whatever you are than I thought you were.

Huuwaa!

I don't want to hurt you--

Except for that part.

THUMP

What did you just do to me!!??

How are you not dead?

Well, that's--

How are you so strong??!!

I tolds you the last time we's met, I toldja I'd kill ya if I ever saw you again.

You have, agh, me mistaken for--

No one messes with the Kangaroo!!

KANGAWWAAGGHH!!

Whoa!

CRASH

Ow.

I-I thought you died.

That is in *terrible* taste.

Really.

Now I'm gonna smell like pizza for a week.

Does *everyone* in this city have powers?

Did he *actually* call himself the Kangaroo?

Why would someone call himself the--?

Restaurant

YOW!

BOOM

Did you--

SMACK

HAIR FACTORY

The buzzing again.

SMAAASSHH

TTHHACK

WHUMP

KRUMP

AX

Woo...

Uh...sorry about the mess.

Did, uh, anyone call the police?

Yes.

Hell yes.

That outfit *is* in bad taste, you know.

Uh, okay then.

How is Spider-Man alive now?

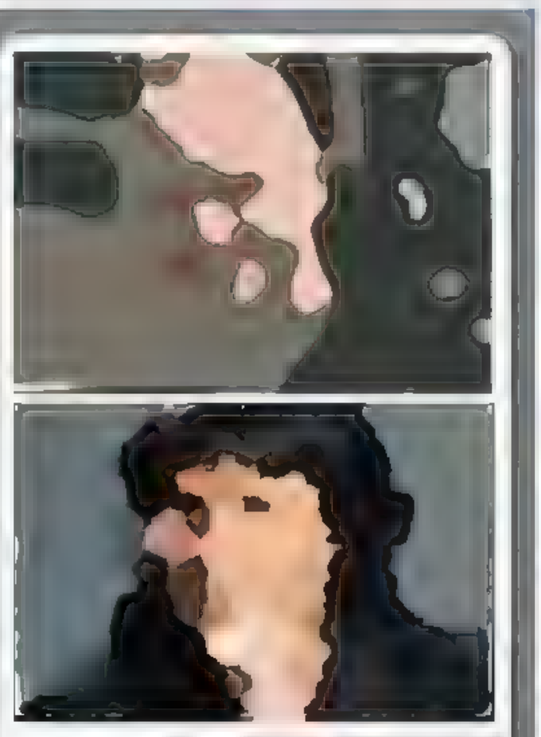
Nnnugh.

Whoo...

Maybe the costume is in bad taste.

DAILY BUGLE

Gord has tentative deal with TWR



from Page Six

SPIDER-MAN NO MORE... PLEASE!!

COPYCAT HERO RIPS UP CITY

By Frederick Foswell-reporter

"It really was in bad taste."
Was the opinion of one of the dozens of New Yorkers who were witness to the calamitous debut of a young man who took it upon himself to dress as Spider-Man and take to the night.

Though he was victorious in a powered street fight with a career criminal who calls himself the Kangaroo, witnesses say that his lack of skill and naivete made the battle a clumsy dance of

THUMP THUMP

Guys!!

Why are you locking the door??

Hello??

I heard you in there!!

Sorry about that.

Why did you lock the door?

I didn't. It must've locked itself.

Can I come into my room?

Hey, I forgot to ask, did you do the calculus--?

What's going on?

Let *me* in!!

Nothing.

You don't lock the doors.

I didn't. I-It was stuck on a--

I mean it.

Yes sir.

Sir.

What's going on in here??

Reading.

Why? Whassup?

PRE-CALCULUS

The door doesn't lock. It's against school rules and it's a fire hazard.

Okay.

You guys are pals and we let you room together.

Don't make us rethink it.

It was an accident.

What's *your* deal?

Tired.

This is not going to work.

How did you do it, Peter?

Well, you probably didn't live in a shoebox dormitory.

Okay, I need more practice. I need to come up with a plan.

PRE-CALCULUS

Why am I talking to myself all of a sudden?

Okay, so last time I got a little lucky finding a weirdo bad guy to practice on.

If we're now calling things like that lucky.

I need to figure out how to find the bad guys before they do bad stuff.

HA HAAA!!!

Oh my God, this is never going to get old.

Okay, also, I need to figure out the buzzing in my head thing.

Head buzzing.

Is it cancer? Did the spider give me--??

SCRAACK

Oaaw!!

Ow!!

KTANNNGG

I'm Spider-Woman.

The question is...and I want you to think really hard about how you answer...

Who the @#$@ do you think you are??

I asked you a question!!

WHO ARE YOU??!!

Who am I?

Who are you??

I told you who I am.

I'm Spider-Woman.

So you'll have to pardon me if I'm more than a *little offended* by your costume!

I didn't even know there *was* a Spider-Woman.

Do I really have to count to three or something?

Lady.

I don't know *you*--

And I don't know what your *problem* is--

But you really need to *back off* outta here.

Just because we're both in--

Costumes--

Doesn't mean I can't call--

The--the *police* or something.

THWAP

What-- how--don't-- what??

What is this?

What? This from a costume shop?

You can't just go *do* that.

You have *powers?* Where did you get powers?

Give me back *my mask!!*

You can't just put on *this.*

It's not *yours* to put on.

Give it *back!!*

Where did you come from?

Give it *back!!*

Where did you get spider-powers?

You know what?

I don't know who you are or-- wait!

What did you just do?

What does it look like?

The next one goes over your *mouth* unless you start--

How do you *do* that? How do you make webs?

That's it!!

I *am* going to call the police and then I'm--

THUNK

Agh!

Uh, hello?

Okay.

Whew.

Dying would be bad.

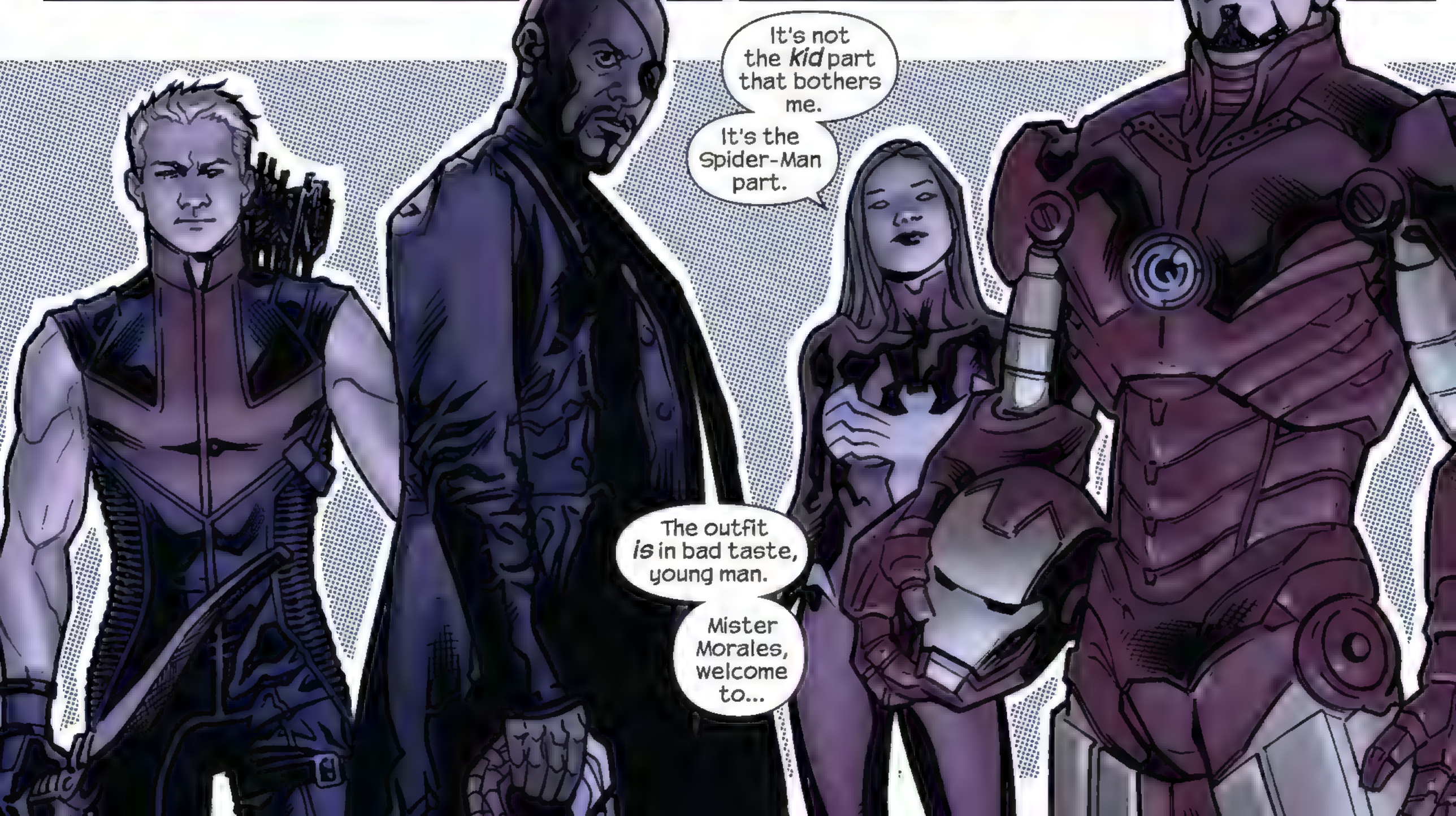
(Going to the police... what a dork.)

Just a kid.
We were all kids once.

When I was a kid I stayed home and watched TV.
Whatzz?

I invented cellular technology.
Is that true?

Wow. He *is* just a kid.
Oh man...


It's not the *kid* part that bothers me.
It's the Spider-Man part.
The outfit *is* in bad taste, young man.
Mister Morales, welcome to...

The Triskelion-
Ultimates Headquarters.

You--
you--I didn't--
oh boy.

I didn't
do anything!!

What
did he
do?

Hello?
Look at
him!

Not
exactly
a federal
offense.

We can't
have *that*
happening.

His
blood work
is back.

The kid's
the real
deal.

Is he a
mutant?

No.
Just--
hmm.

Nope.

Just
altered.

Not unlike
you and *very*
like Peter
Parker.

What
does that
mean?

(God rest
his soul.)

What
does *that*
mean?

Another
one?

How
can *this*
be??

Did you
try asking
him?

Yes!

Before
or after you
hit him?

Well--

Everybody
out.

I'd
like to
stay.

You can
write about the
disappointment
in your blog.

Out.

What
does this
mean?

Another one.

Hello, Miles.

How--

Do we know your name?

We've got all kinds of ways to find *that* out.

My name is Nick Fury.

How did you get your powers?

I--I get a phone call or something.

You're not under arrest. We're just talkin'.

This-- this feels like under arrest.

Settle down.

You put on that costume, you have to pay the price.

The price is--people get upset.

You get that, right?

I'll--I'll take it off. Can I go?

Where'd you get your powers?

Was that really Iron Man?

Are you one of those *A.D.D.* kids?

Not really. I'm freaked out.

Where'd you get the powers?

I-- you won't believe me.

You got bit by a spider.

Yeah, uh, how do you know?

Where did this happen?

My Uncle's.

Your Uncle...Aaron Davis.

Triskelion Medical Ward.

We were supposed to go dancing but who knows?

Dancing?

Like *ballroom* dancing.

Where can you go ballroom dancing in this city?

There's a bunch of places.

There's one in Queens that--

Ah!

Oh uh, the patient's--the patient's awake!

What did you give him?

10 ccs.

10?? You're *supposed to give him 100!!!*

You don't have to *yell!!!*

Don't you know who that is??

Quite a rap sheet on that uncle of yours.

The FBI calls him *The Prowler.*

(I didn't know that.)

I didn't think so.

Do your parents know about your... spiderness?

No.

And you don't want them to?

No-- no, not yet.

ZZZZT!

Why the costume?

The other one--the other Spider-Man died.

I thought--

I felt--

That with great power.

Comes-- yeah.

How many times have you gone out and done this?

Uh, twice.

Three times.

Third time and *here* you are.

Yeah, I, maybe I need more practice.

And a new costume.

I didn't *mean* any disrespect.

I didn't think so--

I was just trying to--to honor the-- the--

Uh...

Is this-- normal?

@#$@#!

What's happening, soldier?

Prison break. Maxwell Dillon.

Which one *is* that?

Electro, Sir.

You stay with me.

A-team, *top side!!*

Hey there, Sparky.

How far did you think you'd get? I mean ***really.***

ZAAACTT

Energy fields up.

Let's not get fancy with this.

Let's just put him--

Energy fields corrupted by unidentified surge.

Uh-oh.

Energy cells depleeeeeee--

Mmmm!

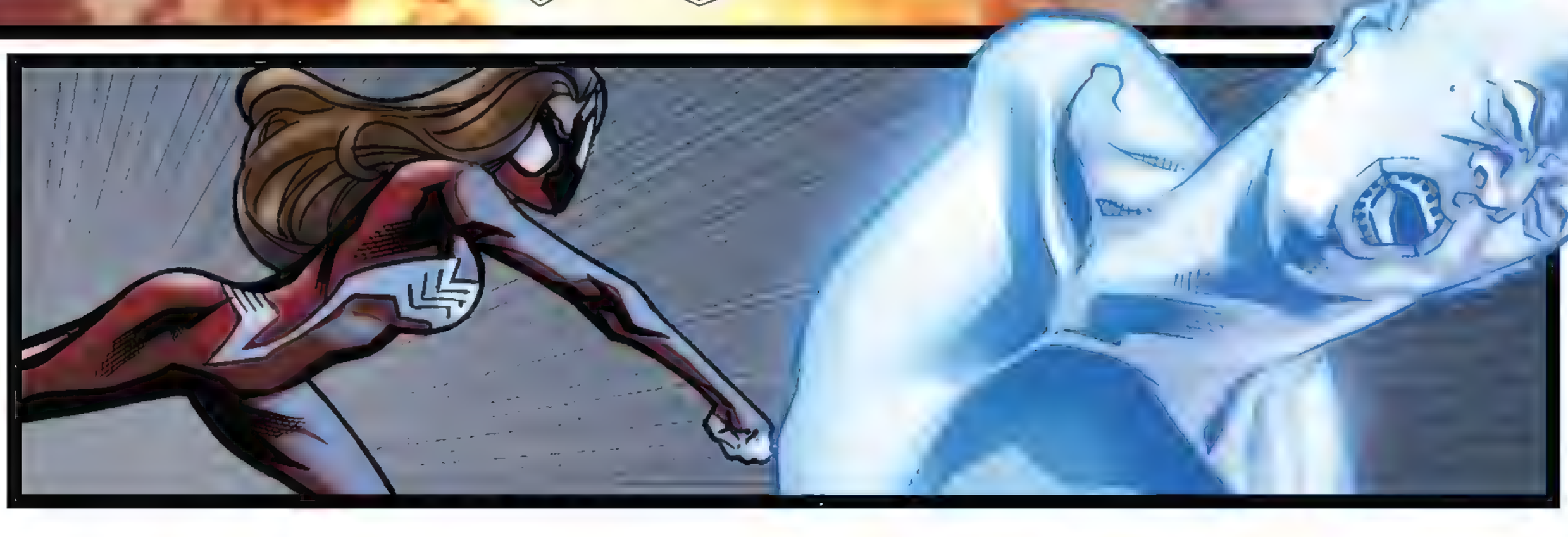
Been waiting for this.

FIZZZ
FIZZZ
FIZZZ

Rrggh!!

ZAAAGGTT

Arrows? Really?



ZAAKT

Don't even know who *you* are.

Everybody take cover!!

SHUT THE PERIMETER!!

Take cover if you're not equipped!!

Heeeeey, eye patch!

EVERYONE OUT!!

Take cover!!

BAM BAM BAM

FSSHH

FSSHH

FSSHH

Yeah?

Tried to ruin my life, Fury, huh?

Guess it's my turn.

And I *know* I should just leave, but the chance to fry you to ash is just *too* yummy.

Kid, run--

I would really *love* to hear you scream.

Huh.

BOOM

No!

Wow, you're really like all lit up and stuff!

You're *dead!!*

I saw you die!!

How are you *still alive!??*

ZZAAAACCTT!

Me?? How are you made of electricity??

FABOOM

Agh!

What did--?

How did you *do* that??

Heck if I know.

FWOOSHHH

That's it? What did you think that was going to--??

NNYAAAAGH!

Kid, get down!!

BAM BAM BAM

Aaarrgghh!!

"That did *not* happen."

"It all did."

"You *beat* Electro."

"Is that his name?"

"How? What did you do?"

That thing--when I punch someone--that little ZZT.

Whatever.

It disrupted his thingamabob.

I thought *maybe*--and I had to try something.

Your venom blast.

Did you know it would *do* that?

Dude.

Dude, you're a super hero!!

Oh my God!!

Sshh!!

Sorry.

Nick *Fury*, man!!

Shh!

Shh!!

And he just let you go home?

They had a big mess to clean up and I had to get back here.

What did he say?

He said he had to think about me.

What does that mean?

Dude, I'm still freaked out about the girl with the--

Miles.

Uh, do I know you?
We met earlier. Up there.
Oh.
Oh?
She's-- you're--
Here.
It's from Fury.
He said you get one chance.
He said you were getting no chances but yesterday you bought yourself one chance.
This--this isn't a joke to me or a kid's game.
This is--it's everything.
You put that on.
You make yourself a part of this.
It means you're representing-- it means--
You get it.
I do.
Sorry I got rough with you.
This is all just-- it's uncharted territory for me.
This is mine?
See you around, Miles.
Do you know what this means?
Whoa.
It means you're talking to girls now.
It means I have to start talking to girls.
Oh, dude...
That's cool.

"You're officially Spider-Man."

Mexico City.

BECK'S PUB

BECK'S PUB

13

Where is he?

EXIT

May I speak to the man in charge?

Does anyone here speak English?

English would be a help.

Hey!! Hey!!

Careful, boys...

Don't you know who you have there?

That's the Prowler.

That's the most dangerous thief in America.

Just ask him.

But is this the man who done broke into Oscorp and got me what is rightfully mine?

Come on, Scorpion...

First you make me fly all the way down *here.*

And now you *disrespect* me?

Aieaaa!!

Know better.

Gragh!

Thwack

Huh.

Fancy toy.

So, I see you've been visiting the Tinkerer?

Brooklyn.

Okay, I'll admit it took me a bit to get into it...

But I think I kinda *love this!!*

I'm Spider-Man!!

I'm *actually* Spider-Man!!

HA!

I don't know what I'm doing or how I'm doing it but--hey!

I wonder how *fast* I can go.

I wonder how *high* I can actually--

NOOOOO!!!

Give it, lady!!

This is all I *got in the world!!*

You actually want to get hurt?! Is that what you want?!!

NOOOOOO!!!

Okayokayokay...

Here we go...

Oh God!! Please, somebody!!

Holy...!

Agh!

Okay, guys, leave the poor lady alone.

CRACK

Dude!

Boom! Right?

Grab him!

Oh no... oh nonono

Look at this guy!! Dressing up thinking he's all--

Come on, guys!!

SMACK

Spider-Man drops out of the sky??

That doesn't even stop you for a second??

People are so jaded.

Aaghh!

You can't--

What the--

SMACK

Agh!

Okay, how... did I... just do that??

WEEEOOOEEEEOOOEEEEEEOOWWWWEEEEE

Agh, you little--

Hey, *you* started it.

No wait, technically, I did.

Agh!

Guys, cops!!

Go!!

We gotta go!!

WEEEOOOEEEEOOOEEEEEEOOWWWWEEEEE

What are you dooasaaggh??!!

WHAMP

Agh!

Gagh!

I *did* it.

Did I do it?

I did, right??

It's done.

Okay, cool, the cops.

Oh *thank you!!*

Yeah, uh, okay...

Um...

Hands in the air.

But--

IN THE AIR!!

Thank you.

On the ground!!

Get the mask!!

WAIT!! He didn't do any--

But I'm the one who--

Oh no. I can't let them take me in.

I said on the-- whoa!!

We have a 917!!

Call it in!!

We have a real 917!

Holy...!!

Is--is that Spider-Man for real? I thought he-- I thought he--

Everybody *remain calm!!*

Do *not* shoot!!!

Put your *gun away,* man!!

He didn't *do* anything!!

He's the one that *saved me!!*

A brand-new Spider-Man.

What's that worth to you, J. Jonah Jameson??

Mexico City.

Where's my money, Scorpion?

Where's the package?

So you're sayin'... you don't actually *have* my money.

I have it somewhere.

This, my brother, was a simple transaction.

All you needed to do is pay your bill.

If you can't seem to do that simple thing...

I'll find someone you don't want to see dead and I will make *you* watch me torture them until there's nothing left of them *or* you.

Here you go.

Now was that so hard?

I didn't know you have that kind of game.

Now you do.

Okay, now, where is my package?

You forfeited it when you had a guy put a *knife to my throat!!*

SHK

You're regretting that almost immediately, right?

ZZAAAACCTTT

How much did the Tinkerer charge you for that clunker?

Curious.

Just talking shop.

CRACK

Broke my own rules.
Never travel.
Always pick the meet location yourself.
Listen, yo, hey, I'm American.
English? American?
POLICIA
No? Well, then...
Out of juice??
Two times and out of juice??
Damn you, Tinkerer.

Brooklyn.

Mom??!!

Mom??

I just beat up a bunch of guys and ran away from the cops.

There's my *boy.*

I do not like you not living at home anymore.

It's only during the weekdays.

I *missed* you!!

Oh my God.

It's Friday. You have *all weekend* to smother me and freak me out before I have to report back to school.

Come *here!!*

I can't possibly come closer!!

I missed you...so kill me.

Where's dad?

He's at work.

How was school? I want to hear everything.

Well...

It's pretty much like regular school except it's all day and you can actually *focus* and have a thought without someone throwing something or cracking a lame joke or--

This is so exciting!

And I got bit by a spider and now I'm Spider-Man.

It's, uh, nice to have a lot of reading time.

Great. That's great.

I beat up Electro and met Nick Fury.

What do you want to eat for dinner?

I have three hours before I have to be at the hospital.

I'm okay.

I can stick to walls.

So... we should talk, huh?

Uh-oh.

No uh-oh.

Your dad told me that he and you had talked.

It's the dad thing.

About his past. About Uncle Aaron.

Yeah, that was, uh, weird.

How're you doing? Are you okay with it?

Dad was a bad guy?

Was.

And not *bad*, more like immature.

Stupid.

Did you know him when he was doing stuff he shouldn't be doing?

No.

I knew him *way* after. If he hadn't gotten it together, we wouldn't be here.

You wouldn't be here and he'd be...well, who knows.

It was a very long time ago and I can tell you he is a changed man.

He's a *good* man. He learned his lesson.

But not Uncle Aaron...

Your Uncle Aaron, I guess you're old enough for me to say...

Well...he's just a bad person.

It's hard to imagine dad robbing things.

I can't even *picture* it in my head.

You don't have to worry about that.

I'm not worried about *that.*

What are you worried about?

What?

It's weird-- it's weird to think that whatever it is that makes people rob things, or break the law, or just--

Act the fool.

It's weird to think that there might be a ***part of me*** that has that too.

Why would you say that?

Be-be-because every day of my life you've told me how it's ***hilarious*** that I am exactly half of you and half of dad.

That means that part of me...

Listen... you're-- you're--

You are your own man.

And-- and--

Mom.

Stop.

It's just something I'm thinking about.

You guys kept this from me and now I--I have to deal with it.

Not kept.

You asked me what I am thinking.

This is what I am thinking.

You don't have to pep talk me.

Hey!

Ganke!

Dude!

I see they haven't taught you "knocking" at that new school.
Oh, uh, I think that's next semester.
I need to talk to Miles.
We're in the middle of something, Ganke.
It's important.
You two live in the same room all day.
What *is* it?
It's important.
Um, it's important.
Mom, let me just--
Go.
Go.
We can finish this after I--
What is wrong with you?

You were just on TV.
Look.
I was?
Wow. Cool.
You just did that?
Yeah. Like a half hour ago.
Dude.
I know.
But, dude, look at you. You need training.
I know.
I can do that for you.
Oh can you?
Last year, this big studio was making a fake Spidey movie and the real Spidey showed up and got into a fight with the Octopus.
Doctor Octopus.
And they trashed everything.
But the camera guys filmed it and they turned it into a reality movie straight-to-DVD thing.
This is real.
Whoa.
Right?

This is real footage.

Long real takes of Peter Parker as Spider-Man.

HAMMER

You need to learn *not* to get killed out there.

You need to *study* this.

You need to make Peter Parker your Mister Miyagi.

You--you need to become Peter Parker.

Only better.

Because Peter Parker *died* being Spider-Man.

You need to learn everything he knew...

SPIDER-MAN THE MOVIE

$4.99

DAILY BUGLE ENTERPRISES

dailybugle.com

There's a new Spider-Man.

Where did you get that, Miss Brant?

You were.

I'm a reporter, Jonah.

Give me my job back and I'll give you this footage.

No. You bring me Spider-Man.

Give me my gig back and I'll drag him right in here.

New Spider-Man.

Whether or not it's Peter Parker, still alive...

He's about to get real famous.

Mexico City.

Hey, come back here.

Does this say there's a new Spider-Man?

Is that what this says?

Can you read this to me??

HEY!! I don't read Mexican.

ULTIMATE COMICS SPIDER-MAN #7

Ha!

Hua!

Miles?

Mom!! How about *knocking?*

I just wanted to know what you wanted for dinner before you had to go back to school?

I--I don't know.

What-EVER.

What are you *doing* in here?

Nothing.

Why are you all sweaty?

I--I was working out.

Okay then.

Just say you were working out.

Could you *please* close the door?

How did you do it?

Are we going to have a nice family dinner or are we going to be reading and ignoring each other?

Did you ***see*** this?

There's a ***new*** Spider-Man!

What the hell is ***wrong*** with everybody??

What's--what's--What's wrong with there being a new Spider-Man?

What's wrong with people running around in their underwear and trying to jump off the walls?

What ***is*** wrong with it?

We're moving out of the city.

No, we're not.

Settle down.

I'm just ***baffled*** how it's become status quo for people to just do ***whatever the hell they want.***

It's weird.

Don't you think this is ***weird?***

I think it's kind of cool.

I like that we live in a world where you literally don't know what's going to happen from day to day...

Do you remember when a crazy mutant drowned the city and millions of people died??

How about that day??

I also remember that a little boy dressed up as Spider-Man and did whatever he could to save this city.

And I remember the city gathering and honoring him when he died.

And I thought it was pretty powerful stuff.

I think it's cool. Super heroes.

It ***is*** cool.

I feel like I'm taking crazy pills.

Great, my *own father* hates me!!

Is *this* how it is for all super heroes?

This is, ugh, this is exactly what I'd like to talk to *Peter Parker* about.

Did *he* go through this?

Is that why he did this whole face covered mask thing?

Did his start to smell as fast as mine does?

Gotta remember to use mouthwash.

Gotta find a way to clean this thing without anyone noticing.

I also have to figure out exactly what I *can do*.

How high can I jump?

How strong am I?

How fast am I?

What can I do that I don't even know about yet?

How *do* I go into a camouflage mode thing?

How can I *control* it?

Woo!!

Okay, first...let's focus on the wall-crawling.

Let's see *exactly* what I can really do.

I need a tall something, a tall--

That'll do it.

Huh boy.

Okay, uh, this is crazy windy.

Okay, now I'm just remembering that I hate Ferris wheels.

Uh.

Oh, God.

Help.

Too high.

Way too high.

I--I need webs.

Oh man.

Why can't I make webs like Peter Parker did?

Oh God, please don't let me blow away.

Okay.

There you go.

Okay.

Okay.

Whoa.

Uh, excuse me?

I'm just, um, passing through.

Uh. Hello?
TAP TAP

FABOOM

Whoa!

Oh man, that looks exactly like the kind of thing a super hero should be jumping to the rescue of.

All I have to do is... oh boy.

Here we go.

And it's now that I wonder if the spider-powers are permanent or just temporary...

What if I'm only--oh hey.

Okay then.

Let's go be a super hero.

Woo!!
YAAA!!
How fast-- how fast is this?
Whoa, pretty fast.
Whoash, okay.
What the...?
Terrorists?
There's that buzzing in my head again.
I got to figure out what it's for.
It's like it's warning me for a--
Whoa!
And yikes yikes.

Oh no!!

Not another one!!

I was thinking the exact same thing.

Tinkerer's Workshop.

Can't return a phone call?

I spent 80 dollars on dinner on you and you can't return a damn phone call.

That's why I nev--

Tinkerer.

How's the tinking?

%#&$@

You ripped me off pretty good, Tinkerer.

Would you like to say you're sorry?

Is that you, Davis??

We *talked* about this, man. You can't just sneak in here.

You hot-wired my security system again??

That's gonna cost *you.*

I'm taking that out on you.

You sold me bad stuff, man.

What?

That jacket you made me. It only lit up twice.

It was only *supposed* to.

In fact, it-it was supposed to just light up *once.*

It's a *getaway* jacket.

It electrocutes anyone near you, then you--you *run.*

You stuck around? That's not my deal. That's on you.

I got locked up in a Mexican jail.

Again, man, that's on you.

Hey, I make the gadgets, you *buy* the gadgets.

How you spend your days and nights is not my--agh!

What do you know about this new Spider-Man?

What?

This.

BUGLE

SPIDER-MAN
N TOWN!

Story by Betty Brant

Just weeks after the tragic death of Spider-Man, also known as Queens teenager Peter Parker, a new Spider-Man was seen breaking up a mugging in Brooklyn.

Despite his similar costume, this Spider-Man was clumsy and unskilled, but was able to stop a group of four would-be muggers. Appearing surprised by his small victory, the mysterious new wall-crawler managed to avoid police questioning by fleeing the scene.

While the police department had an often contentious relationship with the previous Spider-Man, it's still too early to tell what their official stance will be on this new Spider-Man.

When reached, Police Spokesman Jackson Moisan declined to comment. But based on the incident itself, it seems

Oh, yeah, huh.
I thought it was a publicity stunt or something.
It's kinda in bad taste, no?
The original's been dead like ten minutes.
I want *this*. Do for me what you did for him.
Oh hey, it's--it's not my work.
Whose work *is* it?
I don't know.
Could be a mutant.
Hey, could be Osborn back from the dead.
DAILY BUGLE
A NEW SPIDER-MAN IS IN TOWN!
Osborn?
Word in the world is Osborn created a genetically altered spider and *that* spider bit the Parker kid.
The kid got powers. He became Spider-Man.
Word is Osborn drove himself crazy trying to reproduce it in the lab.
He actually juiced *himself* and turned into that Goblin thing.
For real.
You *never* experiment on yourself.
Never.
Osborn.
Osborn created Spider-Man?
As far as I know.
A spider?
Like with-- a number on it?

It would have, yeah, genetic experiments done in a series... catalogued.

Sure.

They might spray or tag a number right on it.

Who else knows about this?

Dude, I'm not even sure what we're talking ab--

BAM!

I promised myself, no matter what the gig, if Omega Red got another chance to smack you in half...

Omega Red??!

I think you're mistaking me for somebody else.

Long Island City.

Omega Who?

KSHAAWWN

Is that really the name you're going to go with??

Oh shut up!!

You shut up!

"You shut up"?!

Man, that was terrible.

AGH!!

Okay, this is costing me money, you get me!!?? I'm here to do a job and this is...

Did he run away?? He did *not* just run aw--

AGH!!

You're not going to believe this... I almost wore that exact same outfit today.

You used that line last time!

I knew you weren't really dead!

I did?

He did. Crazy.

Idiot!!

SMASH

Omega Red, kid!!

THAT'S MY NAME!!

SMASH

That's the name of the guy who ripped you into four equal pieces.

Son of a--

Venom blast punch thing.

GGKKSS!!!

Bam!

And...

I--I did it!!

Hey!! Hey, I did it!!

You guys see that??

YEAH!!

"Omega Red??

"So what was he doing there?"

Brooklyn Visions Academy.

You know, I don't even know.

He said it was for money.

We'll look it up online.

Maybe he was trying to kill someone or--huh.

Guess I should've found out.

And this all happened *just now?*

I'm telling you, Ganke, like ten minutes ago.

Ugh!! Your venom blast. That is killer.

I need to practice more. I'm getting better every time but...

I need to figure out exactly what I can do.

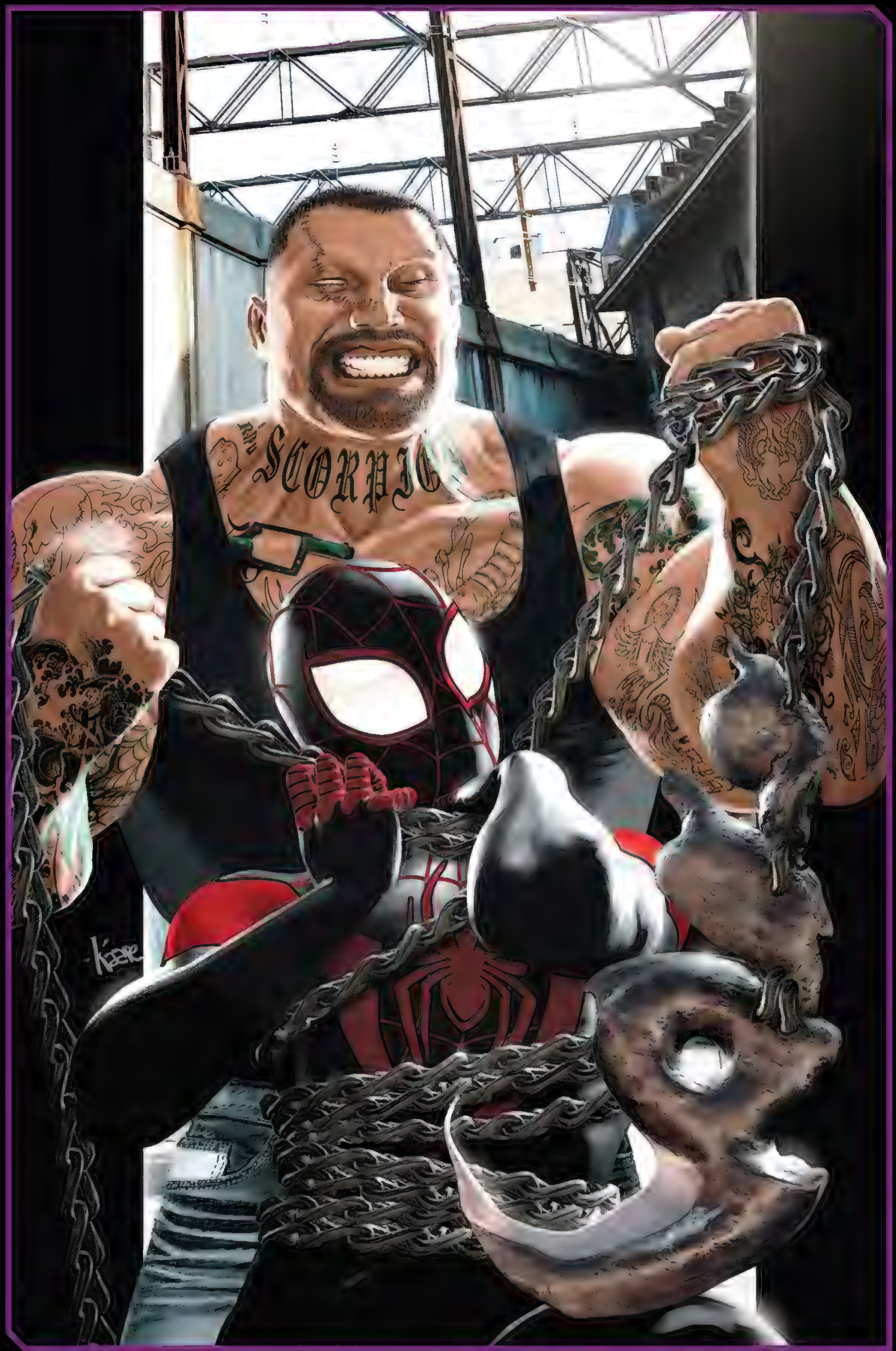
I have some *very* strong ideas about this!

Oh, *do* you?

Dude, I also think I have a way where you can--

Little Miles Morales...

You been busy, my man, huh?



ULTIMATE COMICS SPIDER-MAN #8

Paris.

Here you go, Aunt May.

A fancy French coffee made by the ***cutest*** French barista I have ***ever*** seen.

Gwendolyn, you say that about every single boy in Paris.

Only because it is ***true.***

Let's sit and just enjoy the day.

Ah!

And you say "***ah***" every time we sit down.

Only because it is ***true.***

Café

Le Journal Parisien

ENCORE SPIDER-MAN??!!

UN HERO COPIEUR DETRUIT LA VILLE

ÉCRASEUR PATRIMOINE

Hey!!

What you do??

Holy what!

Le Journal Parisien

ENCORE SPIDER-MAN??!!

UN HERO COPIEUR DETRUIT LA VILLE

This!

What does this say?

Tell me exactly?

It--it says Spider-Man.

What does it say exactly??!!

It says there's--a new Spider-Man.

A new one.

Oh no.

Who-- who is that, Miles?

Brooklyn Visions Academy.

That's *him*. That's my Uncle Aaron.

The one that--

Ganke. Shh.

Why is he here?

What do we do?

You go to our room.

But--

I'll find you. Go, Ganke.

I got this.

What are you doing here, Uncle Aaron?

Like I said: I saw you've been busy.

I don't know what that means.

Sure you do.

A little spider told me you know *exactly* what I mean.

What are you--?

C'mon kid... do us both a favor and cut the song and dance.

I *saw* it.

I saw you get *bit* by that spider.

I *know* where it came from.

It came from Norman Osborn's lab.

And I *know* because I brought it home from there.

Yeah.

See... Osborn accidently created the white Spider-Man and he accidently created you.

Spider bite.

New Spider-Man.

I known you since you was a baby.

You think I can't tell *this* is you?

DAILY BUGLE

TODAY!

NEW SPIDER-MAN IN TOWN!

Hey, hey, don't be trippin'.

This is *good* news, kid.

This is the best news of *your life.*

All your worries is over.

Now you're a man, yo.

Does your *dad* know?

What am I saying, of *course* he don't.

If he knew, I'd be dead.

Yeah, first me *then* you.

Listen, you and me need to sit down, we need to make a plan.

You don't know this about your Uncle Aaron, but this is where I shine.

We're gonna turn this all up on its ear. We're gonna--

Excuse me! *Excuse me,* what's your name?

You talkin' to me, gorgeous?

What's your name?

Aaron Davis.

I'm the boy's uncle. His father's brother.

Is this true?

Y-yes.

Well, I'm sorry, but your name is not on the visitation list.

It ain't?

I'm sorry, but you're going to have to *leave* school grounds until we get your name on an *approved* list.

What kind of--??

He-he-he was just leaving.

I don't like this gestapo business at all.

Please.

Do I have to have you escorted, sir?

Baby, I would *love* to see you try.

Sir!

We'll finish this talk another time.

Tell your dad and moms I said "Hey hey."

Or better yet, don't.

M'lady.

New York Police Department.

I'm telling you, it's a cube. A COSMIC CUBE!!

Captain Quaid?

Well, I almost had a complete thought.

Sorry.

You told me to tell you when the Kangaroo was booked.

Who?

The guy the new Spider-Man beat up.

There *is* no new Spider-Man.

Well, whoever it was in the Spider-Man costume who beat up the Kangaroo, the Kangaroo is here.

Don't *do* that?

Do what?

Call him the Kangaroo.

He's not a Kangaroo, he's an idiot.

Call him "the idiot" or call him by his real name.

What is his real name?

Frank Oliver.

Oy, I didn't do *nothin'!!*

This kid beat on *me!!* Out of nowhere!!

And you people did *nothing to stop it.*

I want to lodge a *formal complaint!!*

You got beat up by a kid.

I want a phone call.

Oliver, you used to be a player. A leader of men, a kingpin on the rise...

And now-- now you're nothing.

And the worst of it is... no one even *cares.*

Now, the only person standing between you and *the hell* that is the rest of your life in federal prison is *me.*

The only person that can do *anything nice* for you is me.

So take a deep breath, focus your chi, and tell me everything you know about this new Spider-Man.

Brooklyn, New York.

Fold.

Folding.

I fold.

You *always* fold.

Excuse me?

I'm looking for Aaron Davis.

Calls himself the Prowler.

I don't know anyone by that name.

Why, did he steal your shirt?

Snap!

I've travelled a long way to get here.

Yeah?

Maybe you ought to keep on going.

He goes by the street name Prowler.
Akk!
And you guys hire him.
I need to speak to him.
Do you have any idea who I am--??!!
CRACK
Do you??!!
Do you??!!
SMACK
DO YOU??!!

I came all the way here to settle a score.

But now I see why God really sent me here...because you people need *leadership.*

You *need* a kingpin.

Well now you *have* one.

This is *Scorpion territory* now!!

And one of you better get me the Prowler and he better have a bag full of money with him!!

Or all of you are *dead!!*

ALL OF YOU!!

Brooklyn Visions Academy.

Ganks.

You ready to talk about what happened with--

I need you to cover for me.

Cover? What are you going to do?

You gonna get in your uncle's face and--

I just need to get some air. I'm freaking out!

What if they see you?

Puh-lease.

Where'd Miles go?

Miles who?

I told him to go get lost.

You did not.

I did too.

You did not.

I did too.

Ugh!!!!

So that's it then??

So I don't get to be Spider-Man after all?

I get to be Spider-Man for what?

Five days.

My crook of an uncle is--what does he *want* from me??

He's-- he's going to *blackmail* me or something.

Now I have to go to my dad and say: "Hey, guess what dad? I'm that thing you most hate in the world.

A guy with special powers.

No, I don't think I'm really a mutant but I'm sure you'll see the difference.

Oh, no, you don't?? Now you hate me??

And now you're going to go kill your own brother because he tried to blackmail me or something and I was too scared to face it myself?

Well, that's good because--

Uh, and what is this now?

HUH.

What is this?

A hoop?

Is there a truck spill or a--??

FIZZZZZ

Whoa!!

Wait, wait, I know this one.

This is the Ringer.

Back up!!

You heard me!! BACK UP!!

Oh no...

Spider-Man fought this guy.

It was on ViewTube.

Guy made this formula for rings that--that do this I guess.

And I guess all he can think to do with it is...this?

Oh no!! Not you!

Are you *kidding* me?!!

Ah!! This is nuts.

It all looked crazy stupid online but these things are like--whoa!

No way man!! No way!!

I came to get what's mine!!

Okay, guy's crazy.

YOU WILL NOT TOUCH ME!!

All I need to do is smack the crazy *off* his face and this is--uh-oh.

Um...

Yeah, this looked much easier watching it online.

Can't breathe.

Ggnn!!

5L16

Come on!! Come on!!!

I can't!

I really can't!! Hello!!

OFF DUTY

5L16

OFF DUTY

Yeah??

Huh?? How did that feel? Tell me, big mouth!!

Everyone will respect me now.

Not in that outfit.

SMACK

Uh, hey, I did it.

FUMP

I--I did it

Stay down! STAY DOWN!!!

Don't you move!

Don't you move a muscle or I will blow your head off!!

Get your hands on your head!!

You have 'til the count of three...!!

No!! Stand down!!

Stand down!!

You!!

You!!

I need to talk to you, Spider-Man!!

Uh, I didn't do this.

New York City.

What's your name?

Uh, Spider-Man?

Spider-Man's dead. Who are you?

Uh, can I be Thor then?

A smart guy like the last one.

Get him down from there.

Should I unmask him, Captain?

No.

Why not?

Because I said so!!

But-but it's a guy with a mask who--

Stand down, officer!

Thank you.

Don't thank me.

I got a guy named Danny Rand suing the department, and me personally, for pulling off his mask in public and violating his civil rights.

If I want to pull off your mask I have to *prove* in a court of law that you're a danger to society.

I, uh, I'm not.

(All evidence to the contrary.)

So, uh, listen, this guy with the rings.

The Ringer.

Yeah.

I know all about The Ringer.

You the one that knocked him unconscious?

Accidently.

Well, good for you, kid. You get the key to the city.

Really?

No.

Tell me the truth, is this going to be a *thing?*

What?

You.

Are you going to be hopping and bopping around my neck of the woods on a regular basis?

I-I'm going to try to help out wherever I can...if that's what you're asking.

Wonderful.

Let me ask you this...

...How old are you under there?
Uh, 30.
Go home, kid. It's a school night.
Oh no, uh, I'm not a kid.
I'm-I'm Spider-Man and--
Go home.
Okay.
You know what?
No, I'm not going to give you attitude.
You shut this down fast and easy.
I'm gonna say: Thank you, kid.
I'm Captain Frank Quaid. I worked with the original Spider-Man.
You did?
Time to time.
How did *that* work exactly?
QUAID
Same as this except he hit puberty first.
I hit puberty.
(This morning.)
Hey, why are you giving me such a hard time? I mean I am the one that--
Go away now.
But--
I don't want to do the paperwork on you. Leave.
But--
Okay, unmask him.
But you said--!
Grab him!!

Come on!!

Were you serious?

No.

Just wanted him to get out of here.

Can't believe there's another one.

Kid has no idea what he's doing.

How is there another one?

POLICE DEPARTMENT

POLICE DEPARTMENT CITY OF NEW YORK

POLICE DEPARTMENT

Hey, idiot.

You're under arrest.

You have the right to remain silent.

Oh, come on!

Aaghh!!

ZZTTT

Anyway... you have the right to remain silent.

And I *truly* hope you do.

BFFIII...

Yeah, well, You *still* have the right to remain silent.

Tinkerer's Warehouse.

You whacked the Tinkerer?

I know you fancy yourself a real playa but why kill the guy who makes all the toys?

Unless he knew something you didn't want *anyone else* to know.

They let you on a plane, Scorpion?

I came *here* to get him to tell me where you are but when I saw you gone and killed him...

I knew you were probably holing up here on the down-low.

I knew all I had to do is sit tight.

Listen, while you're in town, make sure you take in a show.

You thought you could tiptoe all the way back up to New York City, didn't you?

You thought the Scorpion would never come up here looking for little ol' you.

You thought I'd stay in Mexico and lick my wounds.

Hey...

A boy can dream, can't he?

NNAARRRR!!!

I came here because I knew the Tinkerer was holding back on the good toys.

I was *right*, as you can feel.

Hhrr!!

And, of course, I knew you were stupid enough to come up to New York.

And you know what else I know?

Rrraa!!

This!!

CRAASHH

CRASH

Just so's you know, I have you to thank.

If it wasn't for you I wouldn't have decided to *plant my flag* here!

And I have!!

CRASH

This city *needs* a kingpin!!

If only to keep punks like you in check!!

Well, *now you got one!!*

CRAASH

I own you!

CRAASH

You picked the wrong fight.

But I know you know that now.

Baby, I ain't lookin' at you, I'm lookin' past you.

FING FING FING

HHRRAA!!

FING FING FING FING FING

CHUK CHUK CHUK CHUK CHUK CHUK

Hhrrr!!

You have no idea of my power.

You have no idea where I came from.

What... are...you?

FING FING FING FING FING FING FING FING

FING FING FING FING FING FING

GAAHH!!

Rraaghh!!

YAGH!!

Hrr...

hrrh...

hhrrr...

City ain't that big.

Brooklyn Visions Academy.

Nine o'clock.

Time to call it a night!!

That means your teeth are already brushed, your showers are already taken, and your scintillating conversation has come to a shattering conclusion.

We have a very full day of spiritual and mental education ahead of us.

KNOCK KNOCK

Time to wrap it up, guys.

What?

Put the headphones away and get your much-needed sleep.

Where's Miles?

We actually haven't seen him in hours.

Hours??

Uh, he's in the bathroom.

No he's not, Ganke.

Yes he *is*, Judge.

How would you know where he is?? You've been in your little music realm world all day.

Pppfft!

Can you ***believe*** this guy?

Party's over. Go to bed.

Going going.

Miles Morales.

Miles??

Miles!!

Okay. No jokin' around, guys...I want you to tell me where he is right--

S'up?

Where *were* you, Miles?

Uh, in the bathroom.

I was just in there, you weren't there.

I was and then I--

How did I miss you?

I was-- wait, what...did I do something wrong?

Lights out.

Pull this again and we're calling your parents.

Pull what?

Lights out.

So, what's the deal?

Deal?
No deal.
Who said there was a deal?
Come on, guys...what's going on?
I don't mind lying for you, but the least you can do is *include* me.
We'll be living together all year, right?
No deal.
What is *with* everyone today?
I know, right?
'Deal.'
No deal.
What-evs.

BBZZZZ

STARPICS

Z100

Ganke THE AWESOME:
today, 12:21 am

saw what you did tonight. Car-razy.

Sir MILES:
today, 12:21 am

U have no idea. I hate all the lying though.

ough.

Ganke THE AWESOME:
today, 12:22 am

It's totally worth it though right?

Sir MILES:
today, 12:23 am

We'll c

1:40 am

BBZZZZ

UNCLE AARON:
today, 1:40 am
hey, little man.

E AARON:
, 1:40 am

NCLE A
today, 1:40 am
ready to meet?

Sir MILES:
today, 1:41 am
No.

UNCLE AARON:
today, 1:42 am
I'll make a deal with you. You take care of one thing for me and I'll leave you alone forever. 1 thing.

UNCLE AR
today, 1:42 am
meet me on the roof of hotel le bleu.
one hour.

Brooklyn, New York.

Hey, Miles.

Uncle Aaron? Is that you?

Take off the mask.

You first.

Ha! Look at us!

You ever think we'd end up here?

Dressed like this?

Uh, no.

You look *freaked out* a little.

I am.

Well, yeah, you *should* be.

C'mon, Uncle Aaron...

Take off the mask, kid.

It ain't yours.

You know that.

I get it.
I'm freaked out too.
I *am.*
Freaked out and freakin' *excited* as *all* get out.
Look at you.
It was *the spider,* right?
I think so.
Well, then let me hit you with some *truths.*
Let me tell you how we came to be right here right now.
You know who Norman Osborn is?
I do... (now).
Well he accidentally created the whacked-out spider that created the white Spider-Man.
Same one bit you.
Bet you want to know how I had that spider in my apartment.
You *stole* it.
Well no I--*stole* it?
Why'd you think immediately that I *stole* it?
Because that's what you do, right?
You steal things.
That's not *all* I do.
It's just something I do *very well.*
But I didn't *steal* it.
I *accidentally* picked it up when I broke into Osborn's old place looking for something else *entirely.*
What?
What?
What were you looking for?

Yeah, that's a whole 'nother thing.

We don't have to get all up into *that.*

The important thing is, God, or whatever, brought that spider to me and I brought it to you.

And it *bit* you and *now* look at you.

Look at you.

Is it true what they say?

You jumped into a burning building and saved a bunch of babies or something?

Yeah, I mean, so?

Man, I would never have done that in a *million years!*

Are you out of yo' mind?

So, okay okay okay, what can you do?

I can do, you know, spider stuff.

Walk on walls.

That's-- that's *amazing.*

You fast?

Yeah, actually. I haven't--

You *strong?*

Pretty strong.

How strong?

Don't know yet. I--

Let's see.

Let's see--
H-Hey!

Hey!

HEY!!!

Dude, stop.

Gonna teach you somethin', now.

AAGH!!

ZAPP

SMACK

Come on, Miles!!

You can do better than this!!

You're *stronger* than me, you're faster than me...

Why are you letting me whup you??!!

HHHRRAAGH!

HO!! There you go. WHACK

Hraa! Hey!

WHACK

Is that *all* you got?

No.

ZZTT

Agh!

What did you just--

GHRRGHH!!

SMACK

Agh!!

See... see ÷coff÷ what you have in you.
Why do you hold it in??
Let it *out*, man!!
Shut up.
You need to discover what you're capable of.
And who you really are.
And how did you do what you just did?
It's my work clothes.
Specially made.
You're The Prowler.
Who told you *that*, your dad?
No.
Of course it was. What a--
It was Nick Fury.
The Nick Fury?

Yeah.
You met Nick Fury?
Well, yeah.
And Nick Fury knows who I am?
Yeah.
I can't tell if that's good for business or bad for business.
I can't tell if I'm proud of that--I think I am.
Why did you call me up here?
What do you *want*?
I think you and I should work together.
I'm going back to school.
We ain't done here.
I love you, Uncle Aaron.
And I know you love me too.
But I want-- I want you to leave me alone.
At least for a while.
I want you to let me be.
Okay?
I'm going through some stuff and I don't want any part of whatever is going on with you and--
So you're going to be Spider-Man.
What if I can make that happen for you? For real.

I *mean* it.

I can point you in directions you couldn't possibly find yourself.

You want to catch bad guys?

I know where the bad guys are. The *real* bad guys.

What does *that* mean?

But first...

I'm gonna train you.

I'm going to help you find your potential.

And then you and me are gonna tear the city *up*.

No.

Okay, you gonna make me go there...

This ain't a yes or no situation.

You and I *are* gonna work together.

You're Spider-Man *because* of me, I have a responsibility here.

And you have a responsibility to *me*.

I'm gonna go.

You gonna respect me?

Or I go tell your father what's what...

And that's that.

Sure he'll try to kill the messenger... because he's a big baby hot head, just like *you*.

But he'll know it's true.

He'll know.

And he'll probably never speak to you again.

Why?

Because he's such an anti-mutant hypocrite.

Or, hey, maybe he calls the cops on you.

He called the cops on *me* before.

It's in his nature.

Why are you *talking* to me this way?

Because I know I'm right and I need you to snap out of it.

I don't want to see you gettin' killed.

Kid, you need my help.

Or you're gonna end up like the last idiot who put that stupid costume on.

I don't want to do what *you* do!!

You're *thirteen years old.*

You don't know *what* you want.

Yes, I *do.*

You want to catch bad guys.

Tell you what...I'll make you a deal.

I'll *show* you.

You and I are going to take care of a bad guy.
A *real* bad guy.
Guy calls himself *The Scorpion*.
Who?
He's up from Mexico City and he's looking to plant his family flag *here* and become crime kingpin of the five boroughs.
You think *I'm* a bad guy... this--*this* is a bad guy.
And he's got super-powers and everything.
Hey, he's famous down south of the border, you can google him.
You 'n' me will go after him and I'll teach you a thing or two along the way.
You'll see *how much* you need what I got and, trust me, that'll be the beginning of a whole new family business.
Kid, your dad should be proud of you no matter what.
Not making you scared to come out from behind that mask.
He should be bursting at the seams with pride... when he finds out what you can do.
Like I already am.
Wow.
What now?

Maybe I should just go to *them* and tell them what's going on...

I read the sites.

I know they have just as much crazy going on in *their* lives.

Even more.

Maybe they'd let me join.

Maybe then I could tell my mom and dad that I'm really one of the- -oh, oh man.

Here they come!

It's them.

It's really them.

Yeah, like they have time for me.

Brooklyn Visions Academy.

SUCCESS BEGINS WITH YOU!

Oh my God, dude, what time did you get *in* last night?

Dude?

SUCCESS BEGINS WITH YOU!

Aw, dude.

Miles' House.

Hey... I love you.

Love you too, mom.

Congratulations, it's a teenager.

Stop.

ORLD NOW AFGHANISTAN WAR AFRICA

THE NEWS: NEW YORK GIANTS | NEW ENGLAND PATRIOTS | GABRIELLE GIFFORDS | JOE PATERNO | NEWT GINGRICH

"Scorpion" Escapes FBI, Flees to Mexico

Comments 4 Share 272 +1 0 Tweet 207 Recommend 162

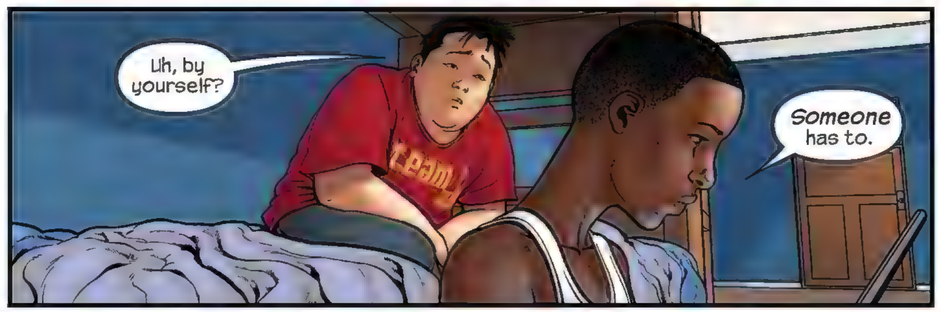
Maximus "The Scorpion" Gargan being led out of court by Federal marshals after being arrainged on federal charges a year ago.

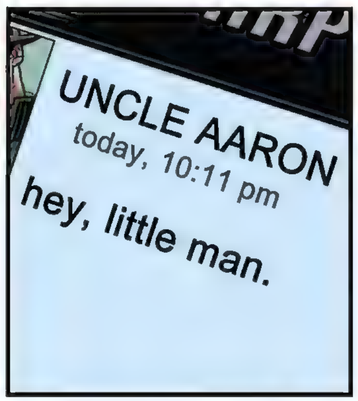
By Richard Nicholas , Los Angeles Times
May 20, 2009, 11:28 pm

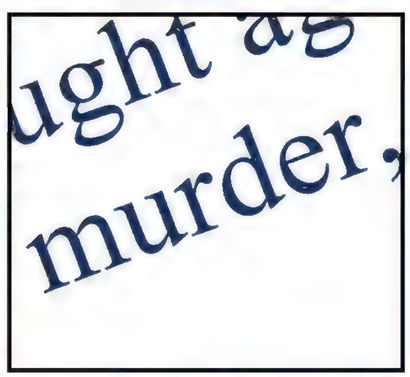
People who fear him call him the Scorpion. Maximus Gargan, who was on the FBI's most wanted list, has reportedly fled the country before a federal case could be brought against him for numerous accusations of murder, assault and racketeering.

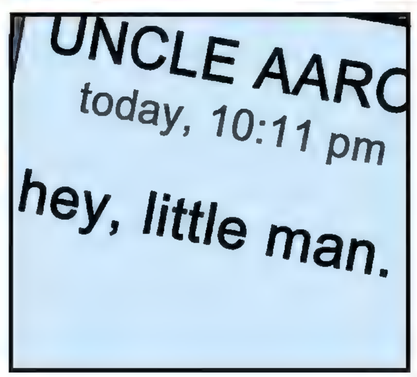
Rumors of a physical super human element have kept his organization under a tight hold. "No one will come forth and testify," says federal prosecutor Ronald Mund. "Even the grieving family members of those Gargan has supposedly come in contact with."

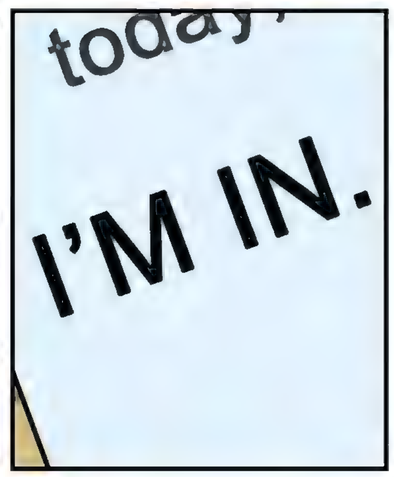
The federal government has gone on record to say the Scorpion's whereabouts are unknown but many believe he has returned to Mexico where his family name is held in high esteem in the drug trade.











5 Years Ago.

Oh, man!

Toldja.

This is the-- the coolest thing I've ever seen!!

Yep.

Is there a Drunken Master *Three?*

There's ***better*** than that.

It's called ***Rumble in the Bronx.***

Let's do it.

Not today, little man.

Oh, come on!!

Another day, my man.

And remember if your dad asks, you was doin' your homework.

Today.

Did you look up the Scorpion on the web?

Yes, Uncle Aaron, I did.

Then you know I wasn't lying. He's a dangerous cat--

But what does this have to do with--?

You want to be a super hero, now's your chance.

Can we just get this done?

I have homework.

Two minutes. You got it?

Yes.

These guys ain't messin' around.

Two minutes.

You be ready.

Ready...

sure...

CASINO PASIONES
So, I don't get it, Scorpion, why you here, why now?
Fate brought me here.
Don't interrupt me, Flores.
Fate?
I wasn't! I was just--
You were interrupting and questioning me.
Both things I hate.
Both things *at once* I hate even more.
KHANS
Fate brought me here.
That's what brings anyone anywhere.
We pretend we're in control of the chaos of the world...but we're not.
We pretend we have a plan.

The world throws madness at you and you either let it strangle you to death...
Or you grab it and *wrestle* it.
This city is up for grabs.
No one-- none of you was ready or willing to grab it.
You do *just enough* business to stay in business.
None of you have shown an ounce of initiative or ambition.
Well, fate *brought* me here and I am going to show you *how to do this.*
All of us.
I am going to organize *all* of this chaos into a *proper* business.
A proper organization.
An organization of respect.
An organization of pride.
An organization of fear.
Fear and--
Look at this now.
You got something for me?

Fair warning, Scorpion.

Go back where you came from.

Prowler...

You are one weird, crazy piece of work.

See, I heard your words.

But I think the words you were *looking* for were: "Here is that which I owe you, here's extra payment out of respect to you, my new kingpin, and here's my--"

This isn't your city, hombre.

It will never *be* your city.

Go back home.

Fair warning.

See?

This is *exactly* what I'm talking about.

Where I come from this would *never* happen.

Never.

Now I have to beat you to death in front of my new partners.

You think so, huh?

SMASH!

Uh...

Hi.

Holy!

What the hell *is this now?*

Go home, Hector.

Do I make myself clear?

Aaaaiiiee!!!

Well, this isn't how I thought this night was going to go...

Uh...

BAMBAMBAMBAMBAMBAMBAMBAM

Now it's a *party!*

AGH!!

BAMBAMBAMBAMBAMBAMBAMB

WHOA!

Wup!!

Yipes.

KHANS

ORK

BAMBAMBAMBAMBAMBAMBAMBAMBAMBAMBAMBAMBAM

BAMBAMBAMBAMBAMBAMBAMBAMBAMBAMBAMBAMBAM

GAHH! HEY!!

You.

Whoop!

Gotcha!

Uh...

Agh!

CRACK

Scorpion, I've got hiAaggh!!

WHAM!!

FOOM

SMACK

Ow.

I've actually never been punched in the face--be-- OW!!

WHUMP

Get your damn hands off me, door monkeys.

What are you, 13 years old??

AAGH!

Get up, kid!!

ZZZAAT

Glunk!

CRACK!

Whoa.

ZZATTT

Gaaaggh!!

THUNK

Gunk!

And that's how you bake a cake.

You kingpin wannabe bag of--!!

Let's go.

Go?!

Nuh-uh. We're just getting *started.*

FUMP

I'm going.

You're missing the fun part of all this, kid.

This is a huge win.

It just doesn't feel like a win.

Agh!

SMACK

Son of a--

BUDAABUDAABUDAA

I don't know what kind of trick this is, but--!!

WHACK

Just the spider-guy-invisible right-in-front-of-you and-then-surprises-you by-kicking-you-in-the-face while-trying-not-to get-shot-by-all-the bullets-trick.

BUDAABUDAABUDAABUDAABUDAABUDAA

Woof!

Well, that was violent.

Now can we go?

He's getting away.

Huaarrgghh!!

ZZAATTTT

What did you just do?

I have a kind of venom blast thing, and it takes a second but...

Oh, you get the picture.

GHHAAGH!!

What the hell is going on here?!!

POLICE

This guy.

Whoo, okay, this guy calls himself *the Scorpion.*

He's a huge deal down in Mexico. Big kingpin type. He's wanted by Interpol *and* the FBI and everything.

He was here setting up an organization to make this city miserable.

Now, I know this all got crazy out of control and I'm sorry I messed up everyone's night out but he's a tough dude so I took him out so you can arrest him and get him out of this city so all these people can try to have a normal life and not have to worry about guys like this.

POLICE

That was too many words, wasn't it?

(This is the first time I've ever done this part.)

Well all right!!
Yeah!!
Oh, yeah, do we have a new Spider-Man??
All right!!
Bring it downtown!
Whoooo!!
Hey, okay. Cool!!
And it wasn't just me. I had--
Freeze!
Freezing.
Whoa!
Dude, I don't see him.
How is he--??
Uncle Aaron, we have to--
Hands on your head.
But I'm the good guy.
We'll figure all this out at the station.
But--
Ugh!!
Cuff him.
Hands in the air!!
Do not move!!
Hey!

Ssgoin' on...

Uncle Aaron?

Uncle Aaron??

STARPICS

9:44 PM 53%

DAILY BUGLE

GARGAN, M.

BREAKING:
ALL-NEW SPIDER-MAN TAKES DOWN THE SCORPION

REFRESH FOR DETAILS

Holy macaroli...

Jeez!

Hey...

Miles, you okay?

Where's Judge?

Shower.

Good, good...

You do this?

Kinda, yeah.

Dude, who *are* you?

You would not believe the night I'm having.

BBZZZZ

It's been buzzing all night.

Who is it?

UNCLE AARON
today, 8:15 pm

hey, little man. you in one piece?

SIR MILES
today, 9:47 pm

Where'd you go?

UNCLE AARON
today, 9:48 pm

Get some rest. We're just getting started.

today, 9:

no.

today, 9:49

no?

no.

UNCLE AARON
today, 9:50 pm

Then maybe I should call your dad?

The Home Of Peter Parker.

FOR SALE
ALISON BLAIRE
real tor

ON DUTY 5A30 ON DUTY

FOR SALE
ALISON
real

Tony Stark, please.

Tell him this is May Parker calling.

Mister Stark. This is May Parker.

Yes.

No, we're fine.

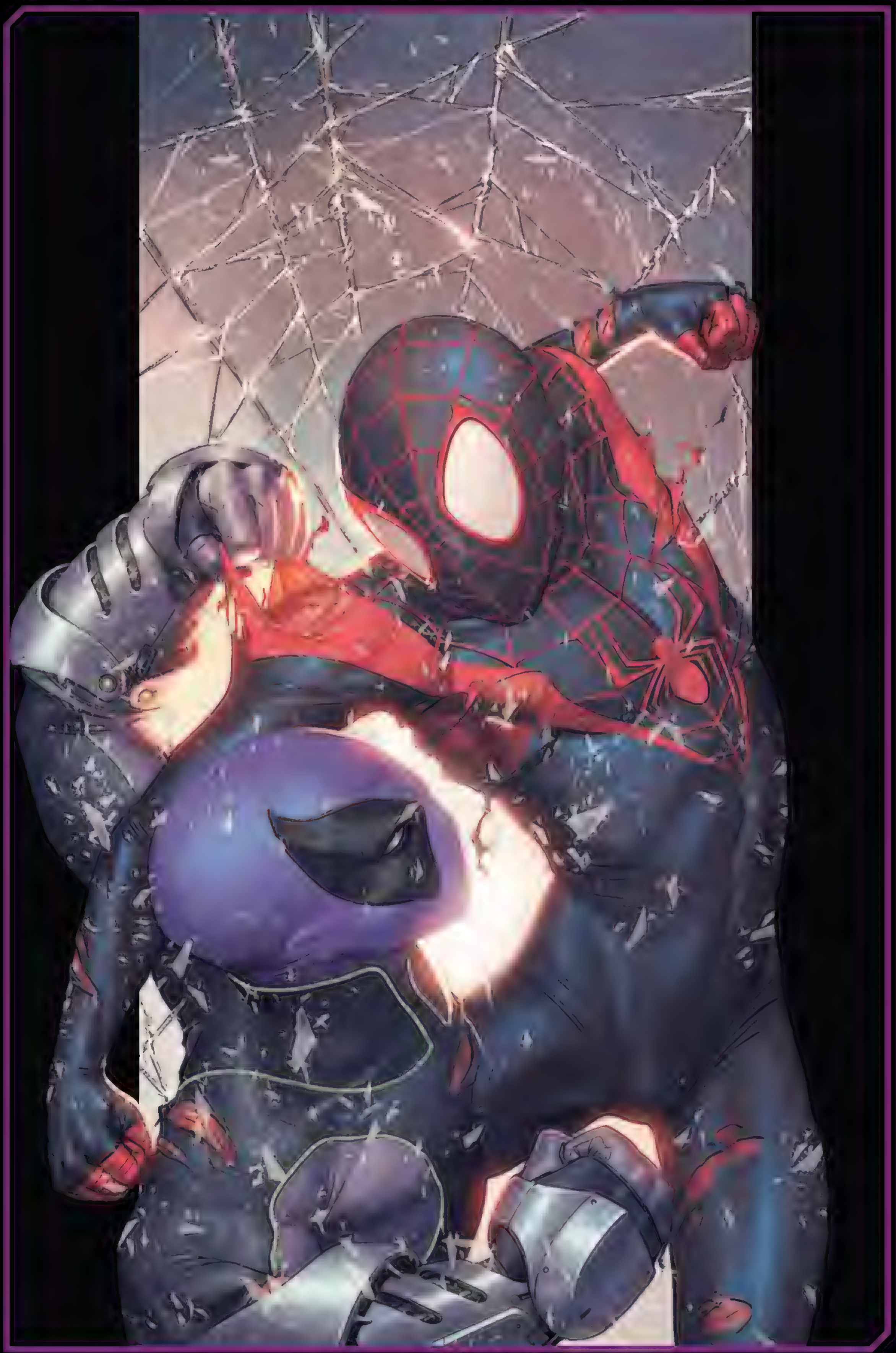
No, we're back in America.

I was wondering if you could do me just one last favor.

This new Spider-Man.

Yes.

I'd really like to speak with him.



ULTIMATE COMICS SPIDER-MAN #12

Brooklyn, New York.

STARPICS

UNCLE AARON:
today, 9 17pm
maybe I didn't make myself clear.

UNCLE AARON:
today, 9:19pm
You're playing with fire.

"The Once and Future King by T.H. White.

"Merlyn's lessons to young Wart consisted of teaching him how to turn into different kinds of animals."

What was Merlyn trying to teach him?

Brooklyn Visions Academy.

Anyone?

Did anyone read the book?

Anyone at all? Merlyn and King Arthur! Come on!

Anyone? Ganke!

Uh, because animals all have different abilities--like powers?

No, Ganke.

You know, like, the animals can do things we can't...

Except for mutants...some of those dudes can do all kinds of--

That's not the right answer, Ganke.

Anyone else?

Correct, Judge.

Is it that each animal reveals, like, a different way to look at life?

But what kind of different ways...?

Anyone?

Anyone?

Miles, have you heard from your uncle since last night?
Are you *gonna* hear from him?
No.
I think I'm going to go home and tell my parents the truth.
You're going to tell them about the thing and the thing and the whole thing?
Yeah. Shh!!
But--
Listen, the whole thing about being whatever I'm supposed to be now is, like, I'm supposed to represent.
I'm supposed to, at least, be *honest.*
I'm supposed to be a good person. That's the point.
I'm not supposed to be hiding from my mom and dad about something I'm doing that's *actually* good.
And I sure shouldn't be letting a guy like *my* uncle try to blackmail and *bully* me.
Yeah, but your dad has major issues.
I know.
What'll he do?
I don't know but it's gotta be better than my uncle trying to turn me into, into a-a what?
A mob enforcer.
What?

That's what he wants from you.

He wants to run the mob and he wants everyone to be scared that *you're* going to beat them up if they don't do whatever he says.

That's--that's an enforcer.

(Wikipedia.)

I can't believe this.

I looked it up.

I can't *believe* this.

I *still* can't believe you--you're--you know.

Sshh!!

No one is listening.

That's the best part of being us.

No one is *ever* listening.

Just shhh.

You're going to have to fight him, you know.

I'm *not* fighting him.

You're going to have to do battle.

The only way you can *possibly* get him to back off or respect you is to let him know *what happens* if he doesn't.

I'm *not* fighting him.

Yeah, you're gonna have to.

It's the only thing he understands.

He's a-a mean dude, man.

With great power comes great responsibility.

What would Peter Parker do?

I'm gonna go home and talk to my parents.

Now?

I gotta get it over with.

You want me to come with you?

No.

I gotta do it myself. This is a me thing.

(I can't just go and stare at your hot mom?)

No?

There he is...

Okay then. Let's go in there and tell your dad the good news about his freak son and the costume he--

Okay, okay. Stop. I'm in.

You wanna go in together or you want me to just go in there myself?

For real? Because, I'm tellin' ya, you leave me hangin' again... someone's gonna get hurt.

For real. Same place. Tonight. But you leave now.

Anyone else do me the way you been doin' me... I would'a gut ya right here on the street.

But we're family, so... Last chance, kid. You're not gonna leave me alone, are you? You act like I'm harassin' you. A month from now you'll be thanking me every five minutes for what we done.

We're gonna build us somethin'.

Catch you later, my man. It's gonna be fun. You'll see.

Mom?

There's my *boy.*

What are you doing here?

Just felt like eating at home.

I got permission.

Well good.

We'll go out as soon as your father gets home.

See, kid? Was that so hard?

Here's what we're gonna do and how we're--

No, Uncle Aaron, you listen to *me*...

Oh, you gotta be *kiddin'* me.

You're gonna listen.

Kid, what did I say about jerkin' me around?

This isn't going to happen.

You *don't* threaten me.

You don't come *near* me or my parents.

You leave town and *that's* that.

Really?

If any part of you still loves me, you'll leave me alone.

Big boy words.

Now you're gonna get a big boy response.

Glyaaggh!!

Disrespect *me*?!

Just like your father!

I made you! I *own* you, kid!

You too stupid to figure out what's best for you, then I'll beat it into you.

FLLOOM

If your dad woulda slapped you around some you'd probably be more of a man by now, anyway.

Hiragh!

FLLOOM

Oh yeah?

Now you're a man?

AAIAGGH!

So...

...now you learned something.

Yeah, that you just suck.

But I think I kinda knew that already.

CRACK

Agh!

CRASH

Agh.

Oh no.

FZT

You ran away?

YOU RAN AWAY?!

Is that the kind of man you are?

Nope.

SMACK

It just takes me a second to remember I have all these cool powers.

I'm still getting used to them.

FLOOM

YOUAAGHH!

Uncle Aaron!!

FWOOSH

WHUMP

WHUMP

Agh!

Aiee!

What the--!

FUMP

SSCREEEEEEEE

Agh!

Jeez! I can't believe what a--

FLOOM

N--

Agh!

SHOPPE

SMASH

What the--

Oh my God!!

I mean, seriously, what the--?!

Get off of me!

We're under attack!

Get off of me!

Oh God!! Please!!

I'm--I'm stuck.

I can't breathe.

Gotcha.

I got you.

Is everyone okay?

Is anyone else hurt?

SLANG

I got you. You're okay.

You're stronger than you look.

I have to be.

Aw, you.

I'm so glad you're not really dead.

Uh, what's that guy's problem?

EVERYBODY, RUN!

FLLL

BOOM

You really don't care *who* you hurt!?

What did the world do to you to make you think it's okay for you to *be* this way?

Go, Spider-Man!

Kick him *in the face!!*

So glad he's not dead.

That's why I can't do what you do, that's why I can't be like you!!

ZZZZTTTT

Speak to me?!

WHACK

I'm going to drop your corpse right in your father's lap, you ungrateful--

BLOODLINES

AGH!

Dear lord!

Someone call 9-1-1!

That was crazy.

How about...

...that?

They're calling someone.

Hold on.

You are...

just...

...like me.

DIVIDED WE FALL

ULTIMATE COMICS SPIDER-MAN #13

MONTHS BEFORE PETER PARKER WAS SHOT AND KILLED, GRADE-SCHOOLER MILES MORALES WAS ABOUT TO START A NEW CHAPTER IN HIS LIFE AT A NEW SCHOOL—WHEN HE WAS SUDDENLY BITTEN BY A STOLEN, GENETICALLY ALTERED SPIDER THAT GAVE HIM INCREDIBLE ARACHNID-LIKE POWERS.

ULTIMATE COMICS

SPIDER-MAN

Washington is decimated.

The government is a mess.

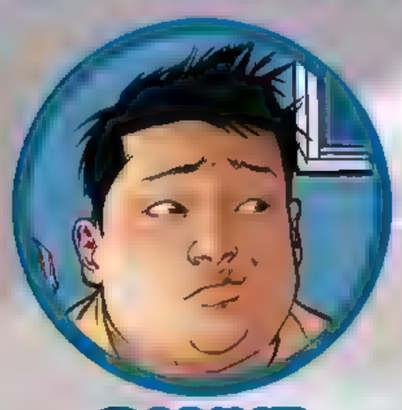
The Southwest is in chaos.

States are seceding from the union.

America is falling apart.

Spider-Man commits murder?

SPIDER-MAN



GANKE

CAPTAIN AMERICA

IRON MAN

DIVIDED WE FALL

S.H.I.E.L.D. SITUATION MAP:

[Anti-government militia hot spots]

Montana, N. Dakota
S. Dakota, Wyoming
Arizona, New Mexico
N. Carolina, S. Carolina,
Georgia

[Eastern seaboard control zone]

New England,
New York,
New Jersey,
Delaware,
Washington, D.C.,
Maryland,
Virginia

secured by National Guard under emergency powers committee

[the West Coast]

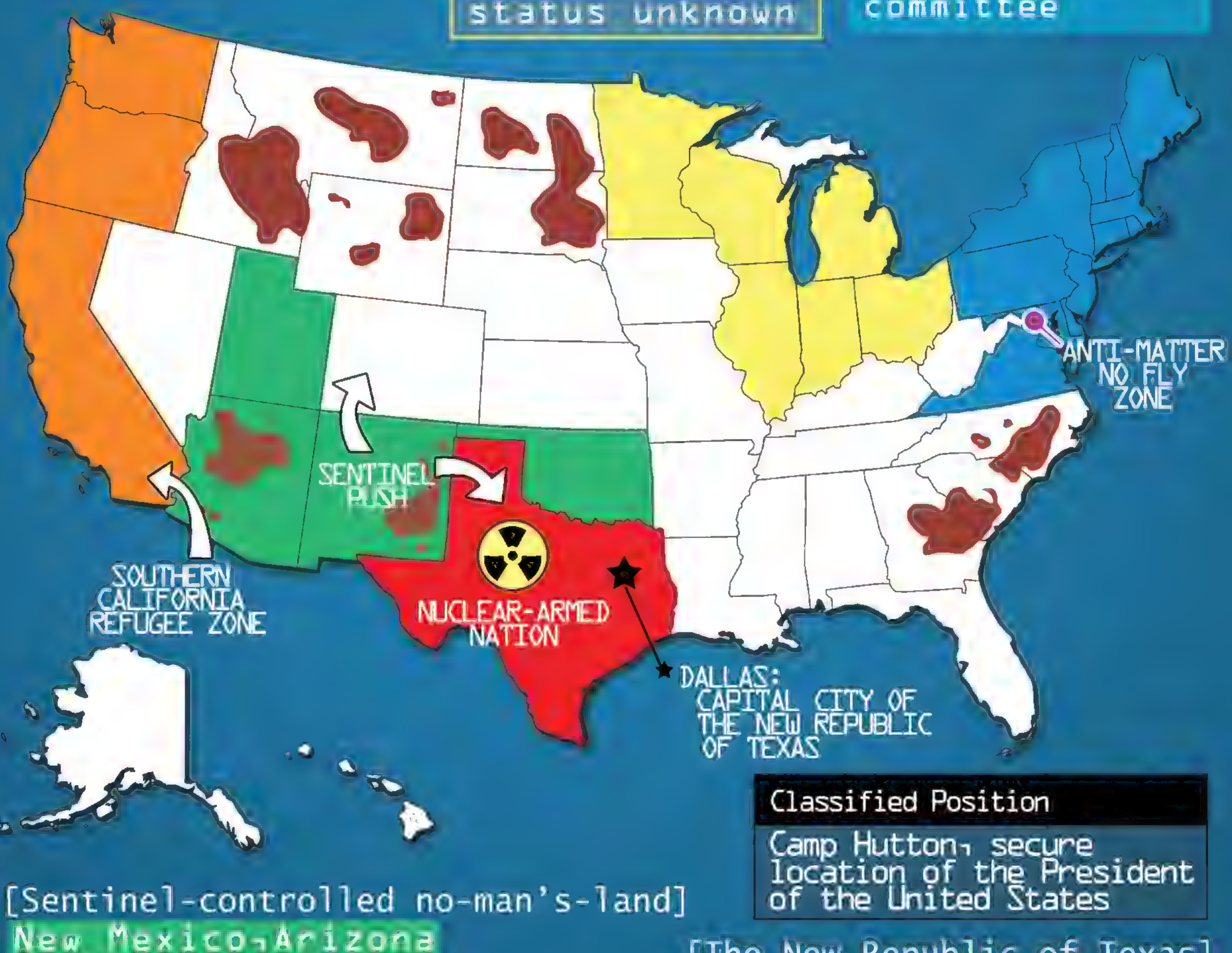
California, Oregon
Washington

status unknown

[Great Lakes states]

Minnesota,
Wisconsin,
Michigan,
Illinois,
Indiana, Ohio

status unknown



Classified Position

Camp Hutton, secure location of the President of the United States

[Sentinel-controlled no-man's-land]

New Mexico, Arizona
Utah, Oklahoma

abandoned by the U.S. government

[The New Republic of Texas]

Texas

declared state independence

ALL STATES SHOWN IN WHITE ARE U.S. GOVERNMENT-CONTROLLED ZONES

The Triskelion--
Headquarters Of S.H.I.E.L.D.
The U.S. Santioned Task Force.

There's a *new* Spider-Man???!

I don't understand.

Well, Captain, while you were away doing your thing, we found ourselves a *new* Spider-Man.

Did you do this?

No, the world did this.

Kid's named Miles Morales.

How old is he?

Thirteen.

Good kid.

Tryin' real hard.

WAR ROOM / S10-A /

Thirteen??

And Fury *allowed* this?

Allow?

It's not for Fury to allow.

Thirteen is *too young.*

Yeah, it's a little young.

If he's too young to join the army he's too young to wear a uniform.

It should not be allowed.

I kinda remember a story about someone else joinin' the army even though they weren't allowed.

Have we not learned our lesson?

The Parker kid.

They can't arrest someone for trying to be a good person.

I don't like it.

Stop blaming yourself for what happened to Parker.

He took a bullet for me.

Then fell at the hands of a criminal because I didn't train him like I was tasked to.

You haven't met him.

Maybe I should.

I *think* you should.

There's something coming in over the wire you guys might want to see.

No...

LIVE

BREAKING NEWS

NEW SPIDER-MAN: MURDERER?

I'll go talk to him *now.*

Miles' House.

Hey, Miles.

Hey, dad.

I-uh-I have some bad news.

Your Uncle Aaron is dead.

He--you know, I told you...he was always getting into some kind of trouble.

Real trouble. With bad people.

It was only a matter of time before he ended up in jail or like this.

I *told* you.

But I know he meant somethin' to ya...and I'm sorry, bud.

I'm so-so ***angry*** at him.

The guy--he was kind of brilliant...in his own way.

But he was just so-so--

Mean.

How about...

...that?

Yeah, you know, that's right. End of the day, he ***was***--he was just mean.

And he thought the world owed him something.

So the police said he fought that new Spider-Man, right on the street.

And Spider-Man ***killed*** him.

What?

That's what they said.

It's a weird world, man.

They let these idiots run around in costumes.

No matter *who* gets hurt or killed no one does a *damn* thing about it.

Dad, can I be alone for a while?

Sure.

Sure, bud.

I'll be out there if you want to talk.

Me or your mom.

Okay.

You are...

just...

...like me.

You want to talk about it?

No.

Oh man...

DAILY BUGLE

SPIDER-MAN: MURDERER?

Spider-Man Flees Crime Scene

I can't *believe* this.

Washington, DC's gone, the world's gone crazy, The entire country is falling apart and this is the headline!?

I don't know what to do.

I know you didn't *do* this.

Brooklyn Visions Academy.

Stop feeling guilty.

It's-it's-- I know you. You didn't do anything wrong.

I'm not sure *what* happened.

What does that mean?

We-we were fighting, right?

And then I hit him with my venom blast thing.

Yeah.

And then his suit, it just--

What kind of suit?

He has this *suit*.

Like a what?

Like a battlesuit or a--?

S'up, guys?

Hey Judge.
Did either of you read the chem stuff?
Hey, uh, could you give us a minute?
We're kind of in the middle of a thing.
What kind of--?
Just a minute is all we--
Yeah.
You know what? You guys suck.
It's not a thing about you.
We just need to--
Don't worry about it. I'll see if I can get another roommate.
Judge...
I feel bad.
Come on!
All y'ah can--
BRZZZ
Huh.
What? Who is it?
Hello?
Is this Miles? Miles Morales?

Yes.

Do you know who this is?

Your-your name came up on my caller I.D.

Can we meet? We should meet.

How did you get this number?

We know the same people.

Uh, yeah, we can meet. I'm in school right now but...

I can come there.

No. No.

Uh-- I'll meet you somewhere.

Of course. Somewhere private.

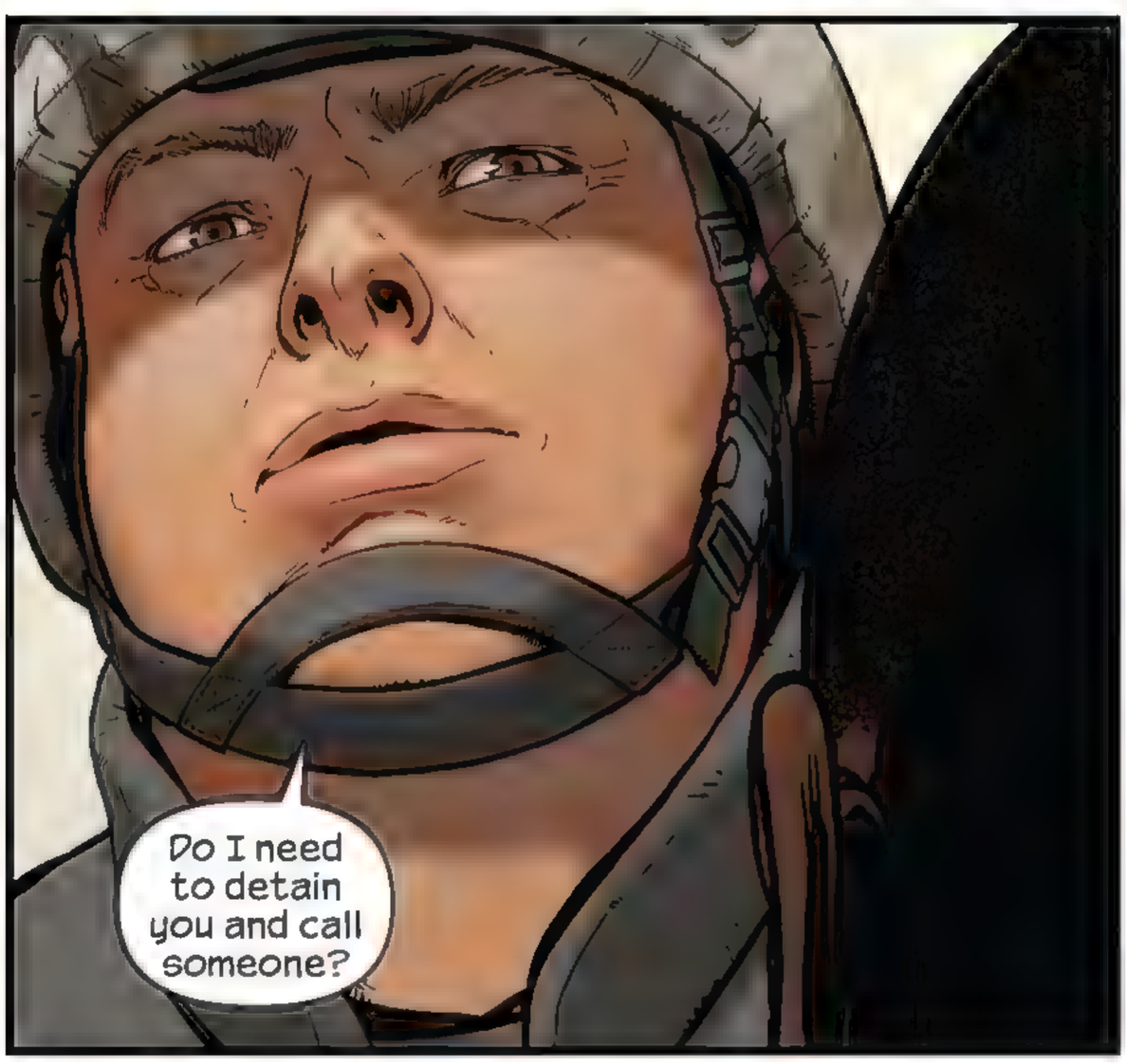
Yeah, sure.

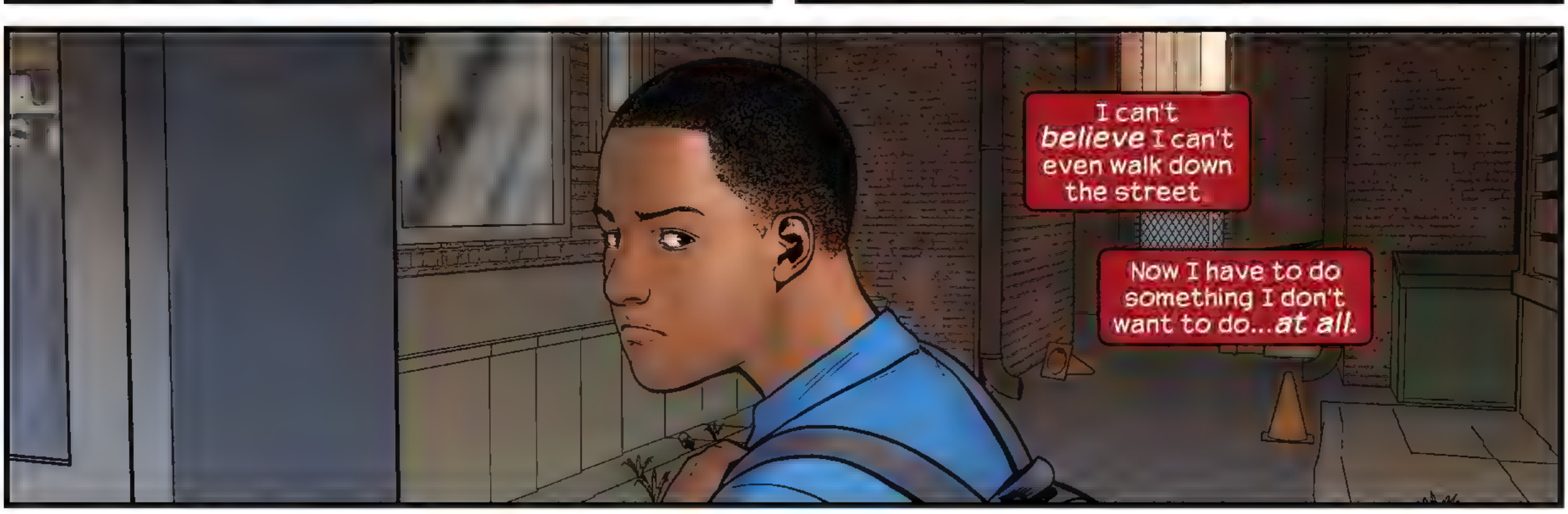
Write down this address.

Who was it?

Where you headed to, kid?
That way is *closed* right now.
I just-- I just need to go that way.

But--
Turn it around and go back where you belong.
But, what is--?


Do I need to detain you and call someone?


I can't *believe* I can't even walk down the street
Now I have to do something I don't want to do...*at all.*

I should never wear this mask again.

I'm not good enough to use his powers.

The world's coming to an end, this entire city has turned into a war zone because of what happened in Washington...

And yet every paper in this city is about *me* being a *murderer!!*

And regardless of me not wanting to wear this costume, me *not* in costume is even *worse*.

It's my responsibility to be Spider-Man. I can't even do that right.

I'm not supposed to be on the cover of every newspaper in the country.

I'm not supposed to be wondering whether I accidently killed my uncle in a fight--

And I don't *know* what happened.

I don't *know* how he died.

All I know is that I fought him and--

BAM

BAM

BANG

Stop!!

What the what?!

Oh no.

I don't want to do this right now.

I don't know if I want to do this at all.

BANG

BANG

AAGGHH!!

FUMP

HA HAA!!

FUMP

The local police were kind enough to blow out our getaway tires... so we will acquire their van.

Let's move eet!

Hey guys!!

FUMMP

Aaggh!!

What's going on?

Agh!!

Is this a real theeng?

SMACK

You're really going to stand een the way of Batroc the Leaper?!

Batroc the *Leaper?*

A French jewel thief who leaps and calls himself-- never mind.

Sure. Batroc the Leaper.

You are beneath me, child. You *cannot* offend me!

Actually, you're kind of offending *me.*

The Spider-Man *before* me got the *Green Goblin* and *Doctor Octopus.*

And I get Batroc the Leaper?

Agh!

You're standing in *my way,* child.

This is *not* your *beezness.*

WHACK

AGH!

A foot. A stinky foot.

Agh!

SMACK

Gaahh!!

Now you've forced this situation into something you--

ROS. JEWELERS

Did he run away?

Boo!

BAM BAM

BAM BAM

Hey!!

Whoa!!

STOP IT!!

Moron!! Do you plan on getting *paid??* Then stop *shooting* at me!!

Where do you *get* these guys?

You would not believe what I turned away.

Yaahh!

Yiiyy!

I'm not paying for that.

Sorry.

If you're not too busy, I would like to leave here now.

So sorry about shooting at you, Mr. Batroc.

We'll discuss that later.

I'm really sorry.

Let's go.

The police are getting zeir second wind. Give me one of your guns, will you?

I thought you said you was against guns.

I do find zem unsportsmanlike, but I 'ave plans this evening.

Get out of the car, now!!

This is for being an absolute eediot.

Agh!

What's going on??!!

CRASH

Don't you pick up that weapon!
Hands on your head.
But--
TAKE OFF THAT MASK!!
I was the one that stopped the--
SHUT YOUR MOUTH!!
You have the right to remain silent!!
I didn't *do* anything.
You're *wanted* for murder!!
BAM BAM
Jeez Louise!!
BAM BAM BAM
What is that??!!
BAM
SPING
SPING

What took you so long?

I-- oh!

Sorry.

Sorry... There was this thing.

Was it a crime in progress?

Yeah, how did you know?

I've been around.

No, yeah, sure.

Why do you smell like frosting?

Well, that-- that's harder to explain.

You stink like cake.

Leave him alone.

I'm hungry now.

Stop.

So, why , uh, why did you want to see me?

Well, first, proper introductions, no?

My name is May Parker. I was Peter Parker's aunt. I helped raise him.

This is Gwen Stacy.

Yo.

Cold.

I actually-- we've met.

We have?

I was at the-the-- you know...the funeral.

A lot of people were-- oh wait. We talked.

Yeah.

Wow! We did. You asked why he did it.

Yeah.

Wow. Okay, cool.

Why do *you* do it? Why are *you* Spider-Man?

It felt like-like after Peter died...it felt like I should.

I assume that stuff in the news about you is nonsense.

They used to say the same things about Peter.

In fact, I have something of Peter's I think you should--

Not so fast, Mrs. Parker.

I don't think this young man will be Spider-Man anymore.

ULTIMATE COMICS SPIDER-MAN #14

S.H.I.E.L.D. SITUATION MAP:

[Anti-government militia hot spots]

Montana, N. Dakota, S. Dakota, Wyoming, Arizona, New Mexico, N. Carolina, S. Carolina, Georgia

[Eastern seaboard control zone]

New England, New York, New Jersey, Delaware, Washington D.C., Maryland, Virginia

secured by National Guard under emergency powers committee

[the West Coast]

California, Oregon, Washington

status unknown

[Great Lakes states]

Minnesota, Wisconsin, Michigan, Illinois, Indiana, Ohio

status unknown

[Sentinel-controlled no-man's-land]

New Mexico, Arizona, Utah, Oklahoma

abandoned by the U.S. government

Classified Position

Camp Hutton, secure location of the President of the United States

[The New Republic of Texas]

Texas

declared state independence

ALL STATES SHOWN IN WHITE ARE U.S. GOVERNMENT-CONTROLLED ZONES

CAPTAIN AMERICA, YOU ARE A JERK!!

GWEN STACY!!

Well, he *is, Aunt May!!*

You can't come in here and just tell Spider-Man he *can't be Spider-Man.*

I *can,* actually.

Well then you're Captain Jerk of the-the-the Ultimate Jerk Squad of America.

Wait, *hold on!!*

How did you-- we're literally hiding in a run-down broken warehouse in the middle of Queens--

How did you even *find* us here?

I *easily* intercepted the call that brought you here.

And the fact that I *could*, the fact that *you didn't know* I could is just one of *dozens of reasons* why you can't *be Spider-Man.*

I'm--wait, I'm confused.

Nick Fury said I *could.*

What did I do wrong?

Kid, you're too young.

Peter Parker, no offense, ma'am, was too young.

And you're what? Twelve?

Almost fourteen.

Thirteen.

That's ten years too young.

Nick Fury said I *could.*

And *I'm* saying you can't.

You're too close to *see* it and too young to *get* it...but I am *saving your life.*

You're going to get killed out there. You have *no* training.

In the memory of Peter Parker, I--

I'm-I'm training now.

Kid, I'm not arguing with you.

That's what this is, isn't it?

You're not talking to him, you're talking to Peter.

You didn't *train* Peter when you were supposed to.

You couldn't *save* Peter after he saved you.

So you're- you're taking it out on *him*.

MJ, what are you doing here?

I called her.

She called me.

When did you--?

You should run these things by me.

We were going to meet the new Spider-Man, I thought she'd want to meet him.

What? I *thought* this was a simple "hey, how are you."

I didn't know the eagle from the Muppets was going to show up and fart on us.

Hey!

This *is* Captain America.

Show a little respect.

Oh yeah? Should I?

Because you know what he said to us the last time we saw him? He said Peter's death was *his* fault.

And I believe him.

You know why? Because he's Captain America.

I just want us all to learn from our mistakes.

Hi.

Uh, hi.

I'm Mary Jane Watson.

Oh, I, uh, I read your blog.

Oh. Okay.

Not--you know, not in a weird way.

No. No, I get it.

Kid, I know your heart's in the right place.

But not now.

Not with the world the way it is.

When you're older...

You think I killed The Prowler.

CLEE CLEE

You mean your uncle.

I don't know what happened there and from what I can gather neither do you.

And *that's* my point.

CLEE CLEE

Hold on.

This is Rogers.

Yes.
How did that-- *the* Lincoln Tunnel?
I'm right there.
Yes.
Okay. I'm on my way.
I have to go.
We will *not* be continuing this conversation.
Kid, if you disobey my direct order I will put you in jail and call your parents.
VWRRROOOOOMMMM
What a complete--
What are you going to do?
I-I don't know.
I don't know what I *can* do.
I've been trying to do what I thought *Peter* would do but I don't know what Peter would do here.
He'd say: Prove yourself.
Prove *him* wrong.
How?
Well, you could go help him.
Go help him?
He just--he's gone.
Maybe this will help you catch up.
I mean, if you're going to be Spider-Man and you want to do what Peter would do...

Are these--?

His web-shooters.

I thought--
I thought long and hard about this--and I thought he would want you to have them.

Yeah. Go get 'em, tiger.

Wow.
But maybe--maybe Captain America is *right.*

He's not.

But...you *are* awful young.

Don't do what we say, don't do what he says, don't do what you think Peter would say...

Do what your heart tells you.

I've learned a lot in my life and I've learned that life is too short for anything else.

Don't do what Peter would do.

Do what Miles Morales would do.

Well this is a roller coaster of a day.

Yeeess!

THWIP

WHAP

He did this a thousand times.

Wow.

This is nuts.

He did this every day.

YAH HA!

uh.

Oh.

Okayokay okayokay okoay...

YOW!

Agg!
Jeez!!
Sorry sorry sorry!!!
You all saw that, right?
Sorry sorry sorry!!!
WAAAGH!!
WHUMP
Gg--!
Wow.
Okay.
I think I got it now.
I know what I did wrong.
THWIP
Sure.
Thwip.

Whoa ho ho!

I got it.

I got it!!

I don't got it.

Should have thwipped a new one before I got this--

SLAM

Ow!

Okay, *now* I think I got it.

HA HA HAAAA!!

Parker *made* these? He made these??

He's like a genius.

Now I gotta really hunker down and study.

But first I have to find Captain America.

He said the Lincoln Tunnel.

I think I know where that is from this angle...

Hey, what happens when I run out of webs?

Do I have to make them myself?

Tomorrow's problem.

Today I have--

--Enough problems.

I don't see any sign of Captain--

Jeez.

I know this one.

The Rhino.

(I could have guessed that name too.)

(I mean, look at him.)

FEARBOMB

AGH!

I went my whole life without once being tossed across-

SPLASSHHH

Glug!

Holy-!!

HUAAARRGGHH!!

Holy-!

BAM BAM BAM BAM BAM

GRAAAGGHH!!

Cease fire!!

Stop firing!!

It's not doing anything!!

Get the civilians out of here and secure the perimeter.

THWIP

THWIP

Whoa!!

I was going to wear *my* rhino suit today. Boy, *that* would have been embarrassing.

Any chance you feel like giving me a ride to Brooklyn because I need to change my-- Yipes!

Hey, yo!! Did anyone lose a big rhino person??

When you fought the last Spider-Man--

Can you tell me how he beat you?

Hey Rhino!

Because that would help me huge.

SMACK

OW!!!

Ah!

Yiiyy!!!

KTANG

CRACK

Everybody, get out of your cars and run that way!!

Go!!

Hey, what *is* that thing?

We were transporting him out of the city but he got loose.

Okay, but *what* is he?

I don't know. All I know is he's attached to this cybernetic suit.

BUDDABUDDABUDDABUDDA

Experimental military issue.

But it made him mental and they can't get him out of the suit.

So how do we stop him?

Everyone run for cover!!

FOOM

Here's me being crazy.

At least I can go into camo mode.

But the Army guy said he had a control panel and-- yep, there it is.

Maybe some of my venom blast, which is what I'm now going to call it, can do the--

Speak to me?!

That's why I can't do what you do, that's why I can't be like you!!

ZZZTTT

WHACK

BOOM

Kid, get out of here!!

ZZTTT

Uh, Captain, you might want to--

Ow!

Agh!

Okay.

But you need training.

Oh, I know.

Uh, are *you* going to train me?

UNITED WE STAND

ULTIMATE COMICS SPIDER-MAN #15

S.H.I.E.L.D. SITUATION MAP:

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secured by National Guard under emergency powers committee

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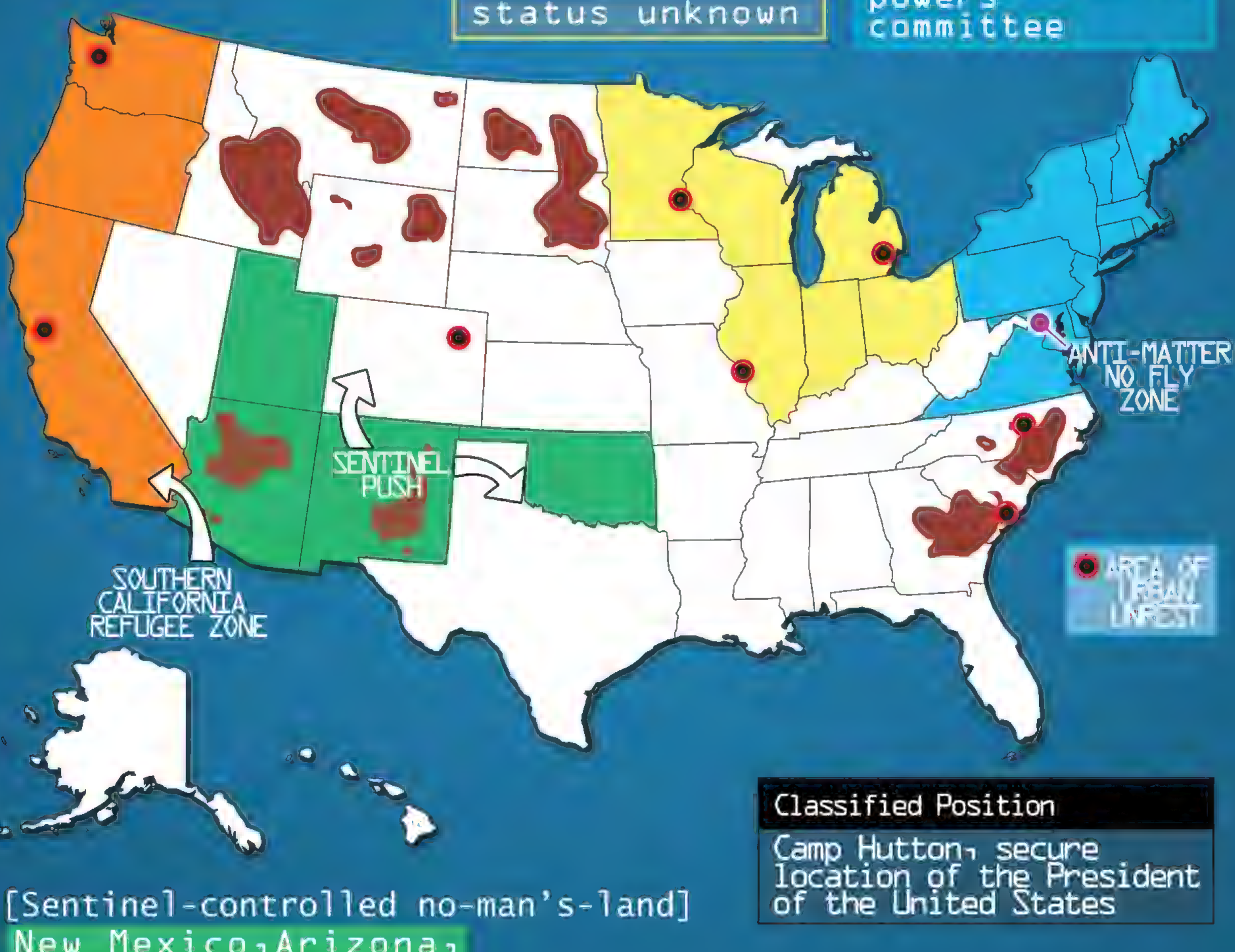
California, Oregon, Washington

status unknown

[Great Lakes states]

Minnesota, Wisconsin, Michigan, Illinois, Indiana, Ohio

status unknown



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ALL STATES SHOWN IN WHITE ARE U.S. GOVERNMENT-CONTROLLED ZONES

Brooklyn Visions Academy.

I have the thing that's going to make you the most popular super hero in the world.

Did you hear what I just said, Miles?

What?

I'm serious.

I *got* it.

It came to me like-like-like a lightning bolt from heaven.

I know exactly how to make you the coolest, most popular super hero, like, since--since Tony Stark!

Ganke, what about me makes you think I'm trying to *be* the most popular--?

Sure you are!!

Why *wouldn't* you be?

Okay.

What is it?

You ready?

Tell me!

Okay, so every time you *hit* a guy or have a *hero moment*-- you, like, yell out this *thing!*

What thing?

That's the thing--you yell out *anything* you want.

Uh... what?

You yell out, like:

Yahtzee!!

Yahtzee?

Shampow!

Charles Barkley!!

Charles Barkley?

You yell out these random, awesome things.

And *how* will this make me the most awesome, famous super hero in the world?

Because you always yell out something *random* and *different* and people will be like: What's he going to say *next* time?

It could become a thing. Like a viral thing.

People will collect all the clips and stuff of you saying like:

Colbert!

Led Zeppelin!!

Dazzler!

Tenacious D!

Sacagawea!!

Okay, well thanks for that.

James Brown!!
Roman-burger!!
Philip Seymour Hoffman!
Study!
No, see, that's not a good one.
You need to be so random that people couldn't even ***guess*** what you were going to--
Study!!
I told you we're not going to study until you show them to me.
Okay.
Lock the door.

Wow.
Right?
The web shooters.
And his aunt just *gave* them to you?
Yup.
And these were *his?* These were the actual ones *he* wore?
How do you do *that?*
And he *invented* them.
I think he might have been some kind of genius.
And what's this?
The secret web fluid formula.
So we have to make more?
When this runs out.
Uh-oh.
I was hoping that's where you would come in.
Me?
You're the smart one.
THWIP
I mean, I--I don't--
I can't!
If you can make a Death Star out of Legos using your own designs...
Yeah.
But-but-but chemistry.
Oops.
THWIP
Hey!
Hey, why won't this door open?!

What are you two doing now??

Dude, I was changing.

Privacy?

I told you not to *lock this door.*

I got to have *some* privacy, dude.

I'm not your "dude," Miles.

I got to have *some* privacy, mister dorm monitor.

Okay then, lights out in fifteen.

We know.

Okay.

Okay.

That stuff is sta-*rong.*

For real.

And we have to make more.

I gotta have my webs.

I'm Spider-Man.

NYPD
POLICE
NYPD
NYPD
You the kid?
Uh..
You Miles?
Uh, yeah?
Kid's here.
They're waitin'.
There he is.

Come over here, Miles.
Ev-everything is okay.
What's going on, mom?
It's okay. We're okay.
The police are here to talk to us about Uncle Aaron.
You must be Miles.
Young man, I'm Detective Maria Hill, homicide division.
I understand you were rather close with your uncle.
Kind of.
If I live to be 1000 I don't understand why we have to involve an innocent young boy in all this nonsense!
Sir, this is a very serious investigation and though you may not see the logic I assure you there is a very--
Oh, don't talk me up. Just get on with it.
Were you close with your uncle?
Uh...
Kind of.
It's a yes or no question...

Actually, it isn't.

Me and my uncle *used* to hang out but my dad didn't like it.

My dad sat me down, kinda recently, and told me that my uncle was kind of a bad guy.

What did he say your uncle did?

He just said that he never grew up and that's why he and my dad didn't talk so much anymore.

Which is *exactly* what I just done told you.

Jefferson, please let her do her job.

I just don't like our child being dragged into this.

He's too young.

Did you find out who killed him?

Spider-Man killed him, boy.

That's not necessarily true.

What?

Your uncle had stolen some technology that he didn't know how to use...

And according to the coroner's report the tech was broken and backfired on him.

That's what killed him.

So it--it *wasn't* Spider-Man?

Uncle Aaron accidently killed *himself?*

We're still investigating.

Someone should--should, like, tell the news that it wasn't him, uh, Spider--

Well, my 13-year-old son doesn't know anything about any of this and he doesn't need to know what you're telling him.

(Filling his mind up with nonsense.)

Sir, your brother, the Prowler, was a master thief.

For years, he had a very specific agenda and a very specific modus operandi.

He knew *exactly* how far to push situations and he knew *exactly* how to dance between the raindrops of our legal system.

So for him to, all of a sudden, decide to announce his candidacy to be the *kingpin* of New York...

It just doesn't make sense.

He wasn't a "kingpin" kind of guy.

So the question is, why now?

Why all of a sudden does this master thief think himself a godfather?

What happened in his life that changed his opinion of himself *that* much?

See, sir, I am ex-S.H.I.E.L.D.

Which makes me an ***expert*** in this kind of case.

And I'm telling you ***none of it*** makes sense.

First, Spider-Man and your brother are teaming up and muscling the mob.

Then they're fighting in the street and one of them dies.

And being that your son is one of the very few civilians to have any contact with the Prowler let alone spend any sort of quality time with the man...

I can't help but hope and wonder if he overheard or observed something that I could then follow through with.

So, Miles, did you see or hear anything?

Did your uncle say anything to you about anything?

You are...

Just...

...like me.

Can you think of ***anything*** that changed in your uncle's life to so drastically change his ambitions?

just...

...like me.

Uh, no, like I said...

My dad told me not to hang around him anymore.

Well, I guess we're done here.

Again, I'm sorry for the intrusion.

It's just-- you get where I'm coming from.

You're the dad, I get it.

What's more important than your boy?

Later...

Dude, that's *huge!!*

Uh... stop hugging me.

I, uh, I got an iPad.

So, yeah...

Dude, you're off the hook. That's huge.

I *knew* you didn't kill no one.

Shh!

I'm whispering.

Whisper more in a whisper.

This is a *huge* relief.

You're not a murderer.

Or even an *accidental* murderer.

And I get credit for saying I *knew* there was no way.

Now all I have to worry about is the fact that everyone on the planet *thinks I did.*

All students, all classes, please report to the auditorium for an important announcement!!

Announcement?

Well, won't the police tell the world you didn't do anything wrong?
Why would they bother?
Because you didn't do anything wrong.
I'm just some guy in a mask who was helping the Prowler rough up mobsters.
What do *they* care what the world thinks of me?
Captain America cares.
Yeah, he *really* cares.
He does. He said he'd train you.
Didn't he say he'd train you?
Except where *is* he?
He kinda said he would but considering the whole world's gone nutso I think he has his hands full so.
So you should call him.
Call him how?
He didn't give you a number?
A number? No.
Huh.
I should be out there helping the world not fall apart.
But--
You *should* be.
But you're going to have to wait 'til *after* school.
There is that.
There *is* that.
But what is *this*?

Students.

As I am sure you are aware our country has been struggling and some say on the verge of collapse.

While we here at Brooklyn Visions Academy have tried to go on about our daily business as usual...

We were all aware that at any moment the city would let us know when they thought holding classes would no longer be in your best interests.

So, this is not a drill or a test, as of noon today, the school will be closing until such time as the city tells us it is safe to open again.

We are in the process of informing your parents and they will be picking you up or sending you instructions on how to get home.

I need you to go back to your dorms, pack whatever you need in a nice, quiet, polite and orderly fashion.

We will let you know when we are back to business as usual.

But for now, the first order of business is to stay safe.

Wow.

This--this is good news.

For who?

I don't mean the world coming to an end is good... I mean I can go be Spider-Man.

I can go help out.

What?

You should join the Ultimates.

You wanted to be trained by Captain America.

With both of your parents working day and night and no school...you can totally do it.

You're nuts!

You can go right up to him and tell him you're ready to join.

He will respect the blank out of you.

Join the Ultimates.

WESLEY CRUSHERS

Be part of it.

They need you.

The world *is* going nuts.

They need an extra set of super-hands!

And remember...

Sacagawea!!

And here we--oh!!

Ugh, rain!

Worse than rain, drizzle.

Drizzle and this costume do *not* mix.

Can't I have just one cool, "wahoo booyah" hero moment?

Can't I just once fly through the air with the greatest of somethin'.

"Go join the Ultimates." Ganke is whacked out of his head.

I can't believe I'm even doing this...

Yet here I--wow!

Livin' in my little dorm room and worrying about my little spider problems...I didn't even notice how screwed up everything is now.

Ganke *is* right!

I gotta do something!

Okay, there's the world famous home of the Ultimates: the biggest, baddest super heroes in the world.

But *how* do I get there exactly?

It's not like I have a boat or a--

Okay, let's try...

THWIP

Whaaaatttt was I thinking??

Whoa! Wahhaa!!

SSOOOOOOOAAAAAAAAA

Whoa, sorry!!

Sorry everyone, I just wanted to--

We have a breach.

Um...

BUDDABUDDABUDDABUDDABUDDABUDDA

WHOA!!

Hey!!

Come on!!

BUDDABUDDABUDDABUDDA

THWIP

I just-- yow!

THWIP

THWIP

AGH!!

Prime one!! We have a rooftop breach!!

Next time I'll just--agh!

Excuse me, son...

Maybe I'll call first next time.

What are you doing?

Uh...

Spider-Man reporting for duty, sir.

I want to join up.

I want to be an Ultimate.

I'm ready.

UNITED WE STAND

ULTIMATE COMICS SPIDER-MAN #16

S.H.I.E.L.D. SITUATION MAP:

[Anti-government militia hot spots]

Idaho, Montana, N. Dakota, S. Dakota, Arizona, New Mexico, N. Carolina, S. Carolina, Georgia

[Eastern seaboard control zone]

New England, New York, New Jersey, Delaware, Washington, D.C., Maryland, Pennsylvania, Virginia

secured by National Guard under emergency powers committee

[The West Coast Nation]

California, Oregon, Washington

Independent nation

Wyoming

status unknown

PROJECT PEGASUS

SENTINEL PUSH

SOUTHERN CALIFORNIA REFUGEE ZONE

ANTI-MATTER NO FLY ZONE

AREA OF URBAN UNREST

[Great Lakes Alliance]

Minnesota, Wisconsin, Michigan, Illinois, Indiana, Ohio

Independent nation

[Sentinel-controlled no-man's-land]

New Mexico, Arizona, Utah, Oklahoma

abandoned by the U.S. government

ALL STATES SHOWN IN WHITE ARE U.S. GOVERNMENT-CONTROLLED ZONES

New York City.

Please clear the street.
Excuse me!!
Step back!!
That's my street!
I live there.
Sorry. This area is off limits.
Off-limits from *what?*
Off. Limits.
You mean I can't *go home??*

Someone called in some kind of a threat--
But I live right there!! So if you'll *excuse me!!*
I understand, sir, please step back. This isn't--
I need to go home.
That area is off limits!!
I have a son and a wife and I need to get--!!
Sir--I'll ask you one more time and then--
What is going on here??
Is this America?!!
The land of the free? Let me in my house!!!
Sir!!
MY HOUSE!!
Shut this down!
I have a son!!
Miles!!!
You can't just grab me--
You are making a scene!!
I have a son!!
Send him to the detention area.
You can't!!
CLUMP

The Triskelion. Headquarters of S.H.I.E.L.D.
National Terrorism Advisory System Code Level Red.

Okay, it's Captain America barking in my face again!

Kid, are you *out of your mind?*

No, I mean it.

Captain, I-I'm here.

I want to sign up.

I want to join the team and help put everything right.

You are 13 years old!!

Kinda knew he was going to say that.

But I have the stuff. You said before I--

I know your heart's in the right place, kid, but this isn't just swinging around the city time. The world is literally on the brink of complete disaster!

I know and I can--

Hey, listen!!

Uh-oh.

You chose ***this time*** to just drop in on the most secure facility in the ***national defense system??!!***

Oh man.

You didn't know that you would end up on your butt with guns pointed at your face??!!

Come on.

The fact that you didn't know this was completely inappropriate proves to me that ***you're too young and too naïve!!***

Well this is not going as well as I'd hoped.

Don't back down.

But--

Go home!!

But--!!

No!!

Go!!

HOME!!

But!

Uh, sir?

Quincarrier is getting pretty close.

You either get the hell out of here or I have to arrest you!

What the--?

This isn't my fault, right?

Is it?

Uh...

Uh, I don't think so.

Then I'm going to say no.

Then this is just happy coinci--

AGH!

Oh no.

Well, I said I wanted to prove myself. so...

This is how I prove myself.

Thwip.

THWIP

Except I've never done anything like *this* before.

I don't even know what this is exactly.

TACK

Agh!

Gravity and, ah, rain are not helping here.

Uh-oh.

Come on, sticky spider fingers... *yipes!!*

Let go of the rope!!

Let him fall!!

I don't *get* it!

Now crazies think they can just attack the Triskelion the most fortified place in the whole whatever?

That's what the world is coming to?? But now I see how crazy it was for me to just show up here, so, you know, point taken.

Let him fall!!

Let him die a fool's death!!

Let the last words he hears be Gorgon's! HAIL HYDRA!!

AGH!

FUMP

I don't think he heard you, try texting him!

SMASH

Son of a--

ALL HANDS!!

WE NEED A BATTALION OF HULKBUSTERS ON THE ROOF!!

WE ARE UNDER ATTACK!

AND I MEAN NOW!!

Holy!

Son of a--

AGH!

THWAP

WHACK

That!!

Hurt my foot!

Okay, go go go!!

Don't think.

Just move.

Shut this all the way down!

Peter Parker could do this.

Peter Parker *did* do this!

Ow! Pinky toe!

Dude!

Oh man, I'm doing it.

I'm really--

WHACK

Kid, stop messing around and help take out that Quincarrier!!

SHABOOM

FLA-BOOM

Quincarrier.

Whoa.

I want one.

On it!

Hulkbuster squad in formation.

Roger that!!

Okay, now I'm part of a Hulkbuster squad.

I really hope there's no Hulk coming that needs busting.

Rocket!

ROCKET!!!

Just make sure it doesn't hit the building and--

YOOOWW!

Waaagh!

NO!

SPING

SPOCK

SPING

SPOCK

KANG

The kid, Spider-Man!!

Someone save him before he--

Whoa-ho-ho!!

I hope someone saw that because that was *literally* the coolest thing I've ever done.

Hydra!!

Drop your weapons and surrender or you'll--!!!

Or you'll *what?*

You don't have any authority over us, "captain."

We're free!

Free people can't be ruled.

So put the shield down and die like a man.

For once.

Alright.

Super-soldier.

Yeah.

Rr!!

KTANG

I don't know you, man...

But I can't believe you fell for the old my-foot-in-your-face twice in one fight!!

SMACK

They always do!

CRACK

Who *are* these guys??

Hydra. Anti-government.

Where'd they get all the guns and stuff?

They stole them from us!

SMASH

Rooftop secure!
We need a med team up on the roof!!
Okay, *that* was amazing!
Damn it! Don't suck up!
Kid...
I take it back.
What?
I take back everything I said.
Okay, here we go, yell at me some more.
You got what it takes.
You want in? We need you.
Whoa.
What is he doing here??
He's here to help! He's on the team!
Uh, hey!
Act cool.
Are you kidding me??
You see this?
He did this.
The mess or the--?
Be chill.
He took them out.
Well done, young squire.
To
Sorry.
Welcome to the Ultimates, kid.
Uh, does anyone have a phone?

Mom?
Miles? Oh my God, baby, where are you?
I'm okay.
Oh my God!
Mom, I'm okay.
Why do you sound muffled?
Is that better?
Baby, where are you?
I'm safe. I'm headed over to Ganke's.
God, I hate lying!
Oh, thank God.
Hey, come on, kid... you're not going to want to miss this.
Why, what's happening?
Come on...
They won't let me back in the city and I can't find your dad.
They say we're really at war.
He's not answering his phone?
Wait, wait!!
What?
That's him on the other line.
Just stay there and I'll call you later.
I'm okay, mom.
I love you.
I love you--
"I'll try to make this quick."

I am honored to be elected President by the people of the United States.

I was taught that everyone must do their best.

That we all must do what we can to take care of each other.

We must live up to our potential.

That when we are called, we must answer.

I have decided to answer the call of the people.

I accept.

Uh... whoa.

UNITED WE STAND

ULTIMATE COMICS SPIDER-MAN #17

S.H.I.E.L.D. SITUATION MAP:

[Anti-government militia hot spots]

Idaho, Montana,
N. Dakota, S. Dakota,
Arizona, Wyoming

Wyoming
status unknown

[Eastern seaboard control zone]

New England,
New York,
New Jersey,
Delaware,
Washington, D.C.,
Maryland,
Pennsylvania,
Virginia
secured by
National Guard
under emergency
powers
committee

[Great Lakes Alliance]

Minnesota,
Wisconsin,
Michigan,
Illinois,
Indiana, Ohio

Independent
nation

ALL STATES
SHOWN IN WHITE
ARE U.S. GOVERNMENT-
CONTROLLED ZONES

Come on.

Just keep just keep swimming.

Just keep--

WHUPWHUPWHUPWHUP

Hey!!

Oh, hey, S.H.I.E.L.D.!!

IT'S S.H.I.E.L.D.!!!

HEY!!

Hey!!

Please!!

STOP!!

Come on, how do you *not* see me??!!

Please, work.

Just one more, just Oh, no!

No, no, no.

PSSSS

Out of web fluid.

Of *course*-- of course I am.

Why *wouldn't* I be?

I just want to go home.

Helicarrier One.
Twenty Miles Outside Casper, Wyoming.
4 Hours Ago.

Okay, so, listen up...

I know a lot of you have done a lot of admirable things but very few of you have gone to war.

This is war.

Actual war.

This is going to be ugly and bloody.

And I know you are thinking it and you are right: fighting American citizens isn't going to make this any easier.

But you're going to have to put all of that past you.

Don't think of them as Americans because they gave up their rights as Americans the minute they joined Hydra.

They are ***terrorists.***

Armed terrorists. Waging war on American soil.

They are terrorists who have stolen our military and stolen our technology to wage a war ***against us.***

The mission is simple: We have to stop them before they get to the city of Casper, Wyoming, which is 20 miles south of where we are now.

Anyone with powers...you are the front line.

You are our first wall of defense.

You are what is standing in-between war and peace.

(I've never given one of these inspirational wartime speeches before, how'm I doing?)

Good, Barton, if you're about to wrap it up.

Falcon, you take to the sky.

Anything that's up there...you bring down here.

Susan Storm, you take your invisible powers and your crazy force fields and you create chaos.

You ***knock*** them off their game.

You keep them charging into invisible force fields until they run out of steam.

Done.

And Spider-Man and Spider-Woman, you two stick together.

You are a tag team.

Uh, actually, um, I'm just going to do my own thing out there.

You are going to follow orders ***because*** as I ***just said*** we are at ***war*** and ***you*** are a soldier.

But, this kid--

Has ***you*** as backup.

Hey! This was Captain America's request. Which by definition means it was an order.

Yeah but--

In the middle of a war, in the middle of his first acts as president he stopped me, pulled me aside, and said make sure they are a team.

So you are a ***team.***

Because I ordered it and the president ordered it.

Okay!! Move on.

Hawkeye, we are in position--

Okay, so, whether ***we*** like it or not they're going to write about this in the history books...

So let's try to win.

Incoming!

War Machine platoons!

Whoa...

Take cover!!

Brooklyn.
3 Hours Ago.

Hello?

I am a United States citizen!!

My name is Jefferson Davis!

I live in Brooklyn!!

I have a son and a wife and I worked at the--

Could you *please* settle down?

I am being held against my will by the American government!!

We *all* are!

Hello??!!

Sit down!!

I can't *believe* this!!

You can't? I was going out for ice cream.

Y'all have to settle down or we're *never* going to get out of here.

I didn't *do* anything!

I am going to sue everybody.

No *doubt!*

Good luck!

I have a wife and kid and I have to find them!

Well, yelling at the gestapo at the top of your lungs is only going to--

BOOM

Whoa!

The hell??

Agh!

SHABUOOM SHABUOOM SHABUOOM SHABUOOM

HAIL HYDRA!!

Oh my God!

Off me!

Please don't *touch* me!!

I'm leaving this city!

Suing *everyone!*

Is everyone all right?

Sorry for the bumpy ride!

Come on out!

What *the hell,* man?

On your knees, puppy dogs!!

Wh-what is this?

We are Hydra and, baby, we are here to take back the country.

You want in?

We need all the help we can get.

Join the cause.

For the people by the people.

I just want-- I just want to go home!

Then do that. You're free.

Maybe for the first time in your life.

If this is *our country* and if you want it back, join us in shutting S.H.I.E.L.D. *down!!!*

You don't want to have another day like you had today.

How much grief are we supposed to take in one life?

BAM BAM

Buh-bye, puppy dog!

Hope it was all worth it.

Battle of Wyoming.

Oh my god.

What is that sound?

Why are they--oh--ears are ringing.

Agh!

Come on!!

Up!!

Up!!

You do *whatever you want!!*

Captain America told me to--

Get out of here!!

You don't *belong* here!!

We--what? No. We have to help the others--

I'm *begging* you!!

You are *going to die!!*

Is that what you want??!!

KABOOM

Is that what you--??

OW!

What is her problem?

Okay, forget it.

Forget her.

Fight.

THWAP

Webs. Hit.

Do it!!

You can do it!!

Hey!

I'm doing it!

Agh! I'm under attack!!

Can't see! He's all over me!!

I have visual!!

Is there an *off switch* on you or--?

Oh! I am up high!

KRACKABOOM

Buzzing.

Spider-sense.

KRACKABOOM

Hey, that didn't altogether suck.

Whoa, wait, falling.

Wow.

I mean really!

Wow!!

I hope someone is filming this!

I will never have a better moment.

I hope Ganke saw that!

Did you see that??

Tell me you saw that!!

Shut up!

SMACK

SMACK

Go!

Get out of here!

Go!!

Stupid!!

CLUMP

GRENADE!!

Are you okay?
You *idiot.*
What the--?
What is *your problem?*
Why do you *hate* me?
Hate you??!!
I don't *hate you!!*
If I *hated* you I would *throw* you *at* them!
There's something weird with you and me!!
What is it?
You know something about me that I don't!
What is it??
What's our connection??
Uh, actually, we can put a pin in that till later.
Yeah.

E 82

ONE WAY

Please step away from the barricades.

We need to keep the *street clear.*

Uh, hello?

That's my street!

I live *right there.*

Sorry.

This area is off limits.

Brooklyn, New York City.

My name is Rio Morales.

I live *right there.*

I can't get a hold of my husband *or* my teenage son.

Please, I need to get to my home.

NEW STATE

ENHANCED

DRIVER LICENSE

Hold on...

This is Agent Douglas.

Yeah-- Blockade C742.

I have a ton of civilians looking to get home.

How much longer?

We're all clear.

Blockade C742 is *all clear!!*

Okay people. Calmly.

No pushing.

About *time!*

We *are* Americans, you know??

Thank you.

Thank *you.*

Oh my God, baby you're--

Baby?

Baby, what happened?
Where--where did you get that gun?
Hey!
Oh! I didn't--
I didn't hear you...
What happened?
Are you hurt?
Where did you get the gun?

"Baby, where's Miles?"

Well, whatever our deal is I think we're kicking total--

I will *pay* you.

I'll pay you $1000 to get out of here.

I thought you said you were going to *help me become a super hero* so I could--

Not *here*, man.

Not here and not like this.

Wow.

I have visual on Captain America.

I repeat, I have the president in my sight.

Oh no.

What are you doing??

We have orders!!

Whoooooaa!!!

Ho! Ho! Ho!

Oof!

Can I open my eyes now??

I got it.

I got it.

Waaaggh!!

Got it.

Kid!!

Oh no.

AGH!

Sorry, Giant Woman!

Please stop, please stop, please stop!!!

I just want to go home.

WE STAND

UNITED

Ganke Lee's Bedroom. Brooklyn, New York.

Sweet fancy Moses!

What was that, Ganke?

Nothing, mom!

This is Ben Urich from the BUGLE.COM reporting live from the flatlands of Wisconsin.

As you can see...

Hydra forces are clashing with S.H.I.E.L.D. and the Ultimates.

This is ***live***, folks! This is happening ***right now.***

Newly elected President Steve Rogers has donned his Captain America uniform and is leading the charge ***himself.***

The front line seems to be a powerhouse of ***every*** Ultimate-slash-super hero he could find.

We see Doctor Susan Storm formerly the Invisible Woman of the Fantastic Four, Iron Man, Hawkeye, we even see someone who looks like the newest Spider-Man.

It'll be interesting to see how this new Spider-Man came to be part of Captain America's front line as so ***little*** is known about him--

Not to interrupt you, Ben, but is that the same Spider-Man wanted for questioning in the murder of a crime figure known as the Prowler?

How should I know, Connie? We'll find out soon enough, I am sure.

What can you see on the ground, Ben?

Well, as you can see, this battle is something for the history books.

Hydra is reportedly using actual technology and weaponry ***stolen*** from S.H.I.E.L.D. They are ***literally*** using their own guns against them.

Captain America has ***vowed*** to shut this self-styled American revolution down before it grows.

Army intelligence has told me ***exclusively*** that they are trying to keep Hydra's forces from getting to the--Ho!

Did you ***see*** that??

Spider-Man just ***saved*** Captain America from a direct attack.

Well, it looks like the president was right to bring in this Spider-Man after all.

Wisconsin Flatlands.
Hours Later.

Lost.

So entirely lost.

I never even left *New York* before all this.

Now I'm lost.

You'd think someone would come looking for me.

Maybe that crazy Spider-Woman wants to yell at me some more.

Where is everybody? Is the war over? Did everyone just go home?

Wait.

What is *that?*

Hello?

Is that a person?

Is it one of us or one of them?

Hello?

Something's off.

Something isn't.

Oh...

You've *got* to be kidding me.

Uh...hello, crazy giant woman.

Uh, time out?

No?

NO.

Spider-sense going off.

It's just annoying.

I *know* I'm in trouble!! I don't need a zapping in my head to tell me.

I can *clearly* see her right in--*Hey!!*

Come *on!!*

What did I ever do to you??

You're with Captain America, you can die like Captain America.

Captain America's dead?

Oh, she's just talkin' trash.

She knows what I know.

ZAAATTT

You'll be an excellent hostage on my way out of this--

3,2,1...

AGH!

Camo mode.

Now!!

What the hell?

I'm embarrassed that I find her so hot.

Gotta tiptoe.

Can't let her see me.

Just get out of here and find the rest of the war that I seem to have misplaced.

I didn't just imagine him, did I?

You're a *coward!!*

You *know* that, right?

Running away from a fight. Some big hero.

I'm a coward for not getting into it with a giant crazy terrorist girl?

I'm *not* going to hit a girl. Even a *giant* girl.

My mom would *kill* me.

Seriously, how did you--?

Gotcha.

Morales' Apartment. Brooklyn.

Baby, what happened to you?

Where's Miles?

I love you, baby.

I love you too, but you're scaring me.

Where's Miles?

I don't know.

He's *out there?*

I-I don't know.

Baby...what happened?

I got picked up by S.H.I.E.L.D.

No.

Why?

(Lines are still out of service?? This is insane.)

I wouldn't-- they wouldn't let me go home.

I--I kinda lost it.

So they *arrested* you??

Jefferson, the entire country is-- we're literally at war with terrorists!!

Why are you starting up with--??

They threw me in the back of a wagon and I think, yeah, they were going to arrest me and a bunch of other people.

What others? Did you hit someone? Did you start a--?

Just *listen* to me!

These guys-- These Hydra guys, they stopped it. They broke us out.

What?

If this is *our country* and if you want it back, join us in shutting S.H.I.E.L.D. *down!!!*

You don't want to have another day like you had today.

Oh my god. In front of you?

They took the truck and--and-- and killed the S.H.I.E.L.D. agents.

Right in front of us.

"They must have figured I was anti-America if I was being taken away by S.H.I.E.L.D."

We need all the help we can get.

Join the cause.

BAM BAM

For the people, by the people.

Buh-bye, puppy dog!

Hope it was all worth it.

They thought I could be one of them.

Did you-- did you help them?

FABLAST

FABLAST FABLAST FABLAST

We're-- we're doing this...for you.

I ran back here. I--I think I may have blacked out.
I didn't mean it...
I didn't want--
I just want what we have.
What we built.
Jefferson, baby...
I ruined everything.
I ruined everything.
Sweety, we have to--
I need you to get it together.
We need to find Miles.
That's all that matters.
We have to find Miles.

Ow, my back!

Hydra base, this is Giant Woman Operative Six.

I'm stuck out here in the middle of nowhere.

I can't even see the battle zone and I can see pretty far from up here.

Come in!

Damn it!

Hydra base, I have a prisoner.

I have Spider-Man.

I *think* it's Spider-Man.

He's not what you think he'd be at all--

Whatever racist.

Or she's talking about that I'm a kid.

Either way only have one chance here.

ZZAATTT

Ow!

Son of a--what is that??!!

ZZAAATTT

Ow!!

Stop that!!

ZZAAATTT

OW!

WHACK

Sorry, mom.

CRACK

Jackie Chan--Ow!

FALLOUT

OOF!

Yay, I beat up a girl.

How proud I must be.

Well, at least I didn't get beat up by a girl.

I mean, twice--oh hey, people.

Please don't be terrorist people.

Uh, please just be people.

Either way, damn, there goes my secret identity.

Here I am, no mask and a giant terrorist.

No pretending this is a cosplay thing or--

Oh my god!

Oh my god!

Here comes Spider-Woman to yell at me again.

Uh--

Are you okay?

No.

Nothing broken?

Oh, no.

We intercepted her walkie-talkie communiqué.

Thank God you're okay.

What you did today...

I know, I know...please stop yelling at me.

I know I'm too young to be out here.

I know I'm not super hero enough to go to war or be an Ultimate.

I know. You're right.

Just-- help me get home and I'll go home.

Mister President. This is Spider-Woman.

I have him.

He's okay.

Yes, sir.

The man who saved the President's life is fine.

New York City.

One problem.

These aren't my clothes.

Best I could do.

Next time bring a backpack. Peter Parker used to have a back-pack of stuff.

I can't walk in my house after being missing for an entire day looking like I just joined S.H.I.E.L.D.

No one's in your house. Your parents aren't home.

Sneak in and change.

Whoa! How do you get your tablet to do *that?*

We have all the cool toys.

You *do.*

Okay, so you can tell your parents you were at the Borough Park library.

That was where S.H.I.E.L.D. was congregating refugees in this area.

They *just* let everyone out, so just tell your parents you were there.

As long as *they* weren't there too you'll be fine.

And keep your story vague. Key to a good lie: short and simple.

Speaking of good lies...

What do you know about me that I don't know?

Why do you care so much about me and how stupid I am?

Who are you, Jessica Drew?

I promise you one day I will tell you and I promise you it's nothing bad about you.

I just-- I really want you to do well.

I really want you to learn from-- to learn from *all* of our mistakes.

And doing what you did today, even though we all got through it, it wasn't learning from *anyone's* mistakes.

You're not going to tell me?

Miles... I'll tell you when I'm ready.

But not today.

Go home.

Be with your family.

And know that I am crazy jealous.

KNOCK KNOCK

Oh Rio, Jeff, are you okay?

Is *Miles* here?

Oh no. No.

Do you know *where* he is?

Ganke!!

?

I told you I am going to clean the-- oh.

Ganke, where is Miles?

I-- I--

I don't know.

Ganke, it's important.

But I--

When was the last time you saw him?

Ganke, please...

Mom?

You guys okay?

Oh thank god. Where were you??

Ow!!

They made us get off the street and go to the Borough Park library. I was just there.

They finally let us go home and you weren't there so I came here because I thought it was safer.

Oh thank god.

Okay, lets go.

You okay, dad?

Your dad had a big day.

Rio.

He fought some of the terrorists.

What?

Are you serious? That is so cool!!

SPIDER-MEN #1

Jo · III · MMI

SPIDER-MEN #1 VARIANT BY HUMBERTO RAMOS & EDGAR DELGADO

While attending a demonstration in radiology, high school student Peter Parker was bitten by a spider which had accidentally been exposed to radioactive rays. Through a miracle of science, Peter soon found that he gained the spider's powers and had, in effect, become a human spider! From that day and he was

the AMAZING SPIDER-MAN

In a world where Peter Parker was shot and killed, grade schooler Miles Morales is bitten by a stolen, genetically altered Spider that grants him incredible arachnid-like powers.

He has chosen to dedicate his life to the legacy of Spider-Man. He is

ULTIMATE SPIDER-MAN

I LOVE THIS CITY.

LOVE IT!!

AND, REALLY, THE BEST PART ABOUT BEING SPIDER-MAN IS GETTING TO SWING AROUND UP HERE AND JUST... TAKE IT ALL IN.

THE BEST PART!

AND, YES, I AM INCLUDING THE PART WHERE MY LIFE SEEMS TO BE IN *CONSTANT* DANGER BY ELABORATELY THEMED COSTUMED CRAZIES.

AND THE PART WHERE, NO MATTER *WHAT* I DO, I'M HATED BY JUST ABOUT *EVERYBODY* THIS SIDE OF THE VERRAZANO BRIDGE.

AND, *YES*, THE PART WHERE FIGURING OUT HOW TO GET A GIRL TO *TALK TO ME* IS BECOMING MY OWN PERSONAL DA VINCI CODE.

I JUST *LOVE* THIS CITY.

SPACK

AGH!

THINK ABOUT IT-- WHAT IS NEW YORK?

I TOLD YOU WE'D--

WHERE'D YOU-?

OH GOD.

IT'S EVERY LITTLE LIGHT IN EVERY LITTLE WINDOW IN EVERY AMAZING BUILDING.

EVERY LIGHT HAS A LIFE AND MAGIC BEHIND IT.

FUMP

OH GOD!

WEEEOOOEEEEOOOEEEEEEOOWWWWEEEEEWEEEOOOEEEEOOOEEEEEEOOWWWWEEEEE

AND I GET TO SWING AROUND TOWN AND HAVE THIS ALL TO MYSELF.

WELL ALMOST ALL TO MYSELF.

INDIANA JONES!

CLOCK

THERE'S OTHER HEROES FLYING AROUND.

HOW EXCITING FOR YOU!!

YOU'RE JUST DRIVING BY, MINDING YOUR OWN BUSINESS...

AND OH MY GOD, SPIDER-MAN JUST DROPPED IN!!

WOW!

THOR, IRON MAN...

GUH GAH GUH!!

WELL SAID.

THE FANTASTIC FOUR, WHOEVER THE DEFENDERS ARE.

SCREEEEEEE

FUMP

SERIOUSLY, IF THIS CITY WAS A GIRL I WOULD DATE HER.

BUT IF THE CITY *WAS* A GIRL SHE WOULD--

OUT OF THE TRUCK!!

YEAH, THIS.

HANDS IN THE AIR.
AND WAVE THEM LIKE I JUST DON'T CARE?
IN THE AIR!
OKAY, NOW I *KNOW* YOU KNOW I WAS *NOT* DRIVING THIS TRUCK.
HANDS IN THE AIR!
POL

THEY'RE ALL THE WAY UP. THEY DON'T *GO* ANY MORE UP.
LISTEN, I WAS JUST TRYING TO HELP YOU STOP THIS--
SHUT UP!!
THAT'S JUST NOT NICE!!
T-TAKE OFF THE MASK AND GET DOWN ON THE GROUND.
I HAVE A BETTER IDEA.

THWIP
YOU CALM DOWN AND I LEAVE.

THWIP

NOPE.
NOT GOING TO LET THAT GET TO ME.
JUST GOING TO FOCUS ON MY AWESOME MONOLOGUE ABOUT THIS CITY AND HOW IT--
UH...

OKAY, THAT WAS WEIRD.

YES, SO BY ALL MEANS LET'S SWING *TOWARDS* THE WEIRD.

OKAY, CREEPY ABANDONED WAREHOUSE ON THE OUTSKIRTS OF THE BIGGEST CITY ON THE PLANET, WHAT EXACTLY WAS THAT ALIEN-LIKE BURST OF ENERGY THAT JUST RIPPED UP OUT OF YOU?

HUH.

UH, HELLO?

HMMM.

AWFULLY QUIET.

BLACKED-OUT WINDOWS.

SPACE ALIENS ABOUT TO GET THEIR DESTRUCTION ON?

CLONE FACTORY?

DOCTOR DOOM HONEYMOON?

OH WELL, HERE WE GO...

BUT IF *THIS* IS A SURPRISE PARTY FOR ME...

I *TOLD* THOSE SILLY AVENGERS, I *HATE* SURPRISES.

DON'T WANT TO JUST JUMP IN THERE WHEN I HAVE NO IDEA WHAT'S INSIDE.

WOW...TALK ABOUT PERSONAL GROWTH.

IT ONLY TOOK ME 3535 TIMES TO FIGURE OUT NOT TO BURST INTO A PLACE LIKE THIS WHEN I HAVE NO IDEA WHAT'S INSIDE.

UM...

WHAT IS THIS?

NOT ALIEN TECH. STARK PARTS.

IS THIS AN ENERGY SOURCE?

IS IT MYSTICAL MAYBE?

SHOULD I CALL DOCTOR STRANGE?

BUT IT *IS* TECH-BASED.

WAIT...I'VE SEEN THIS BEFORE.

WELL MAYBE MISTER WHOEVER YOU ARE LEFT HIS-- ENCRYPTED.

DAMN.

OH, NO.

NO, NO, NO.

NOT HIM.

I HATE THIS GUY.

SPIDER-SENSE.

UGH, IT IS MYSTERIO.

MASTER OF BEING A PAIN IN MY TUCHAS.

USED TO BE *A* MOVIE SPECIAL EFFECTS GUY THAT BREATHED IN *TOO* MANY FUMES BECAUSE NOW HE'S *A FULL-ON SUPER-BADDIE.*

MYSTERIO, WHAT ARE YOU DOING??

CRASH!

YOU KNOW HOW THIS WORKS: I GET TO BREAK YOUR FISHBOWL HELMET AT THE *END* OF THE FIGHT.

I MEAN, REALLY DUDE!!

NOT COOL!

BETTER WRAP THIS UP FAST. HE'S A LEGITIMATE CONCERN.

LEGITIMATELY.

NOOO!! NO!!

OH, YES!!

NOW YOU SHOULD BE CLEARLY AS SURPRISED TO SEE ME AS I WAS TO SEE YOU...SO WHY DON'T YOU TELL ME WHAT EXACTLY YOU'RE UP TO IN HERE AND I'LL--

COME ON!!

WHY?

WHY YOU?!

PAL, I WAS JUST THINKING THE SAME THING ABOUT YOU!

NOT YOU!!

THWIP

DUDE.

YOU'RE GIVING ME MORE OF A COMPLEX THAN I ALREADY HAVE.

SMASH

REALLY.

MMM!!

SPACK

SPOK

YOU HAVE NO IDEA WHAT YOU'RE *DEALING WITH!!*

YOU HAVE NO IDEA WHAT I AM *CAPABLE* OF!!

YEAH YEAH, WHATEVER.

I MISSED OUT WHEN YOU DIED THE FIRST TIME!

NOT *THIS* TIME!!

WHAT ARE YOU TALKING ABOUT, YOU COMPLETE MENTAL CASE?

WHAT ARE YOU UP TO HERE, FISHBOWL?

WHAT IS THIS THING?

SOME SORT OF POWER GENERATOR?

WELL GUESS WHAT, GENIUS?

GUESS WHO'S GOT TONY STARK AND REED RICHARDS'S PERSONAL PHONE NUMBERS?

SO YEAH... YOU GET TO GO BACK TO WHATEVER JAIL THAT CLEARLY CAN'T HOLD YOU FOR MORE THAN 10 MINUTES...

AND I'LL MAKE SURE THE BIG BRAINS ARE ABLE TO SHUT WHATEVER THIS IS DOWN AND--

SPIDER-SENSE.

FLAUJE

FABOOM

NO.

NOOO!!

WELL...

THAT...

SUCKED.

DAILY BUGLE .com

UM...

WHAT IS THAT?

HOW IS IT DAYTIME NOW?

Oh my God...

UM, WHAT EXACTLY JUST HAPPENED??

IT WAS NIGHT, NOW IT'S DAY.

EVERYTHING'S THE SAME EXCEPT NO, IT'S NOT.

UGH, I HAVE THE SHAKES.

IT'S ANOTHER ONE OF THOSE MYSTERIO TRICKS.

THIS IS WHAT HE DOES.

HE GASSES YOU OR POISONS YOU AND YOU WAKE UP AND YOU'RE MARRIED TO SHE-HULK AND-- BUT HE DIDN'T DRUG ME.

HE NEVER GOT HIS HANDS ON ME.

IT WAS THAT THING.

THAT WHATEVER IT WAS.

I'M TELLING YOU, IF I FIND OUT HE PULLED ONE OF HIS USUAL WACKY MYSTERIO-LIKE--

CRASH

Aaaiieee!!

Aaaiieee!!

Uh, sorry.

GET OUT OF HERE!!

Get out!!

I can help you clean it up!

WELL AT LEAST SHE TALKED TO ME, SO THAT'S A STEP UP FROM THE LAST WOMAN I MET.

OKAY, OKAY... WHAT IS THAT?

LET'S JUST CHECK THAT OUT AND SEE IF IT HAS ANY CLUES AS TO WHAT THE HEY IS GOING ON AROUND HERE.

Ugh!!

Like I have time for *this* now.

CHING CHNGLE

Please-- AAHH!

WHACK

FIRE EXIT

Sorry I don't have time for a pithy quip but-- here's some foot.

CRACK

WHACK

There, Sparky, are you okay?

But you're okay?

I-I-I was just trying to play some pool and these guys--they just *jumped* me.

Wow.

No offense but that costume is in *terrible* taste.

Excuse me?

I mean, I appreciate you saving me, man, but can't you come up with your own costume?

What does *that* mean?

You know.

We need all the heroes we can get but that was Peter Parker's.

You really shouldn't be wearing it.

What did you just say?

You're gonna tell me you dressed like *that* and you don't know who *Peter Parker* is?

I don't know what you're talking about.

Whatever, dude.

But seriously, thanks for helping, whoever you are.

Uh, yeah, so... okay.

What the...?

OKAY, OKAY, OKAY, OKAY.

I NEED TO FIGURE THIS ALL OUT, LIKE, NOW.

I'LL JUST HEAD TO MY APARTMENT AND BACKTRACK ALL OF THIS UNTIL--WHOA!!

NO WAY.

NO!!

NO WAY!!

No way.

SPIDER-MEN #2

SPIDER-MEN #2 2ND PRINTING VARIANT BY JIM CHEUNG & JUSTIN PONSOR

RRR...

OH NO!!

OH NO NO NO!!

HE *DIDN'T*. HE *DID*.

WHY *SPIDER-MAN*?

WHY IS IT *ALWAYS* SPIDER-MAN?

SHOW ME, SHOW ME...

Play
WB/SKT-100_
on - side view_
11:18 PM

NO...

skt-100

Play
WB/SKT-100_
on - side view_
11:20 PM

MYSTERIO AVATAR ACTIVATED.

MYSTERIO AVATAR ACTIVATED.

ALL FUNCTIONS OPERATIONAL.

ALL FUNCTIONS OPERATIONAL.

TIME TO MAKE SURE SPIDER-MAN IS NEVER SEEN OR HEARD FROM AGAIN...

TIME TO MAKE SURE SPIDER-MAN IS NEVER...

...seen or heard from again.

This dimension is *my* discovery. My playground.

It's mine!!

MINE!!

And I'm not going to have him *ruin this for me* like he does everything else!!

Spider-Man...Spider-Man...

Get a hold of yourself, Mysterio.

WE CAN MAKE THIS WORK.

So, uh, what's the deal?

Um...

You tell *me.*

Is this a *clone* thing?

What's a clone thing?

You tell *me.*

I thought this is some kind of Nick Fury test.

That's a good one.

Is it?

You tell me.

No, kid, you tell me.

How old are you?

How old are--?

Wait, are you--you're not Peter Parker are you?

What?

Oh my God, *are* you?

You *are!*

I thought you'd be shorter, but oh man, this is *huge!!*

I was hoping, I mean that one day that you'd-you'd...

THWAP

Yeah, and with that, you're officially freaking me out.

Hey, whoa, did you see that?

I completely ***dodged*** it. Not bad for a--

Yeah, I saw.

Last chance, kid!!

Who *are* you?!!

That was *not* cool.

Listen, if you *are* Peter Parker I just want to--

Stop!

I just want to *talk* to you.

You don't have to freak out or--

Whoa!

Hey, are those *real* web-shooters? Are they mechanical or organic?

Who *are* you?!

Dude, I'm a Spider-Man too!

Too??

Hey, you're the one that showed up out of nowhere and started *freaking out on me.*

Yeah, because I'm *freaked out!!*

If it's because you're Peter Parker, I won't *tell* anyone it's you.

THWAAP

I *promise.*

Except I think everyone will *know* if you're going around dressed like that.

I so wish I brought my ruby red slippers so I could click them together and get *the heck out of here.*

SZAAITTT

And what's with your costume being *cooler than mine? That* I cannot--*agh!*

GIAAAAGGHH!!

Whoa.

Guess I'm the, uh, only Spider-Man with a venom sting.

Uh-oh.

Did I--I *kill* you?

I just wanted to *talk.*

Uh... hello?

I was on my way back to school and, like, there you are.

This is *nuts!*

Oh man, I hope you *are* Peter Parker and I hope you're not dead because I have, like, a *thousand* questions.

Starting with why are you even here when everyone thinks you're--

Dude!!

Waaagghh!!

I don't know how long you've been doing this but unmasking is a *big* super hero no-no.

And ooww! What was *that* you did to me??

Venom sting?

Ow!!

For what I can only imagine is an eleven-year-old boy you sure--

Uh...

Uh-oh.

I thought he could web or stick to walls.

Oh man, I never would have done that. I'm all freaked out about whatever is happening here.

I'm off my game. I feel fluish.

If I made prepubescent spider themed kid street pizza I will *never* forgive myself.

And I *already* have a laundry list of things I will never forgive myself for so I really don't have room for any more.

Kid?? Kid??

(Please don't be dead.)

I really can't afford the therapy to--

SMACK

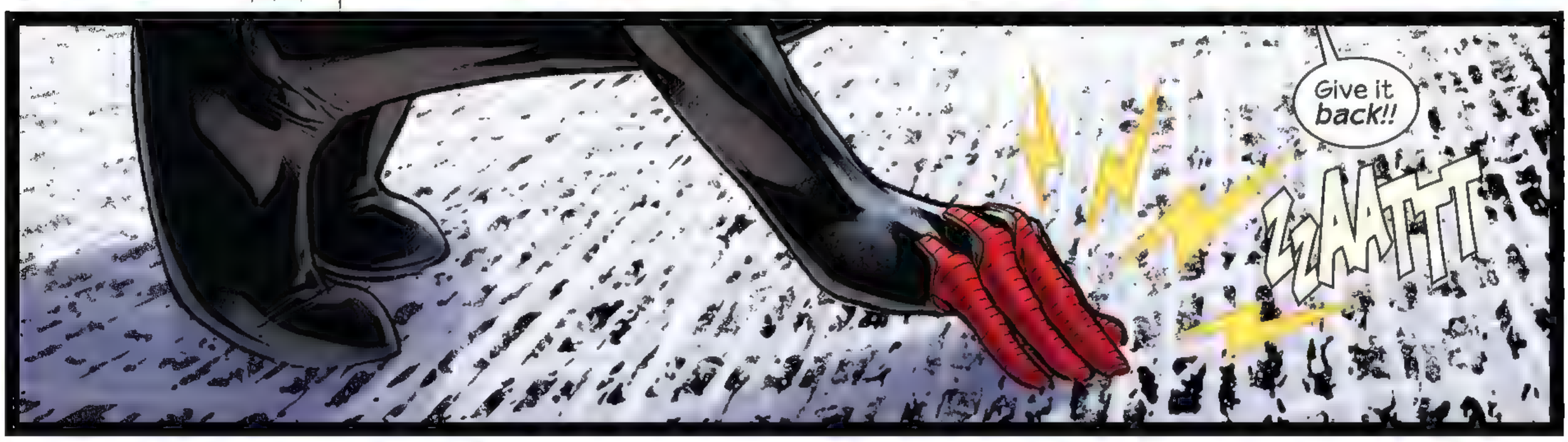
Agh!

NO!

SMACK

Oh, okay... you are, uh, just a kid and clearly, and thankfully, not some weird younger version of me.
How are *you* Spider-Man?
Now I'm asking you, how do you know the name Peter Parker?

Give me back *my mask!!*
I'll give it back when you--
Dude, I'm out in the open. People can *see* us.
Then you best get to talking.


Give it *back!!*
ZZAAATTT

Waggh!!

Ooops!

Okay, uh, I didn't think that one all the way through.

Hello?

Oh great, he's--

Web-shooter.

Oh God, please work.

Whoa!!

THWIP

AAAGGHH!!!

OW!

CLANG

WOW.

Okay, now what do I do?

Yaai yiy!

Hello, Peter.

Uh, and you are?

Nick Fury, director of S.H.I.E.L.D.

Uh-huh.

Do you know me?

I know the name

(And the eye patch.)

Are you Peter Parker?

I really don't know how to answer that question.

It's pretty straightforward.

Let me ask *you* a hypothetical one.

Go for it.

If you were a pretty well-known super hero who had put just a *lot* of effort and thought and time in concealing your secret identity because you feared for the safety of your loved ones, but all of a sudden found yourself in a situation where suddenly your real name seems *fairly* well established, and your mask was off, and then you ran into a teenage African American version of your, well, self and now you were talking to a, well frankly, much cooler version of the Nick Fury that you were *used* to talking to *and* you were pretty sure, after you had some time to think it over, that you may have either A: had a complete psychotic break, B: are being tricked by a former movie stuntman turned super villain into *thinking* this is all real, or C: have accidently transported to an alternate dimension that slightly resembles the one you're from if not for the gigantic differences....what would you do?

Oh, that old nugget...

And did I mention that part where everyone seems to know Peter Parker is Spider-Man?

(Which I still neither confirm or deny...)

Where am I and who was that kid?

Come with me...

Peter Parker meet Miles Morales.

Yeah, we, uh, we met.

Oh man!!

Its *him*?? For real it's really him?

Kinda sorta.

Kinda sorta?

This isn't the Peter Parker we knew.

Knew?

He's from somewhere else.

Is that why he's so old?

I'm not *that* old, I'm only--

He's 13.

We all look 80 to him.

But I was right to bring him here.

You were *right on it*, kid.

Just, please. Tell me what's going on!

Miles here is *the* Peter Parker expert.

He knows everything you need to know.

I'm gonna go with my gut on this one...

Miles, I want you to take him and show him what happened to Peter Parker while I try to figure out how he ended up here in the first place.

A dimension rift like this is a *serious* matter.

How, uh, much of it do you want me to tell--?

All of it.

All of it?

You believe me?

Of course I do!

Why would anyone make up a pile of garbage like *that*??

Report back here when you're done and try not to blow anything up.

Peter Parker.

So, *you're* Spider-Man?

Yeah.

If that's okay?

Not Spider-*Boy*?

No.

Sorry about the dust-up before and the unmasking. That was not cool of me.

Hey, I've never been in a helicopter before, this is cool.

Kid, tell me.

Is Peter Parker dead?

FABOOM

Whoa!

Grab the pilot!

Wow!!

What's *going on?*

I don't know.

Hey, let's ask him.

The universe is giving me *two* Spider-Men to kill for the price of *one*.

Well, all right.

SPIDER-MEN #3

Uh, what's going on *exactly?*

Dude, I don't know.

You live here. I'm visiting.

Wait!

Wait, I do--I *know* this guy!!

I saw him online.

It's-it's Mysterioso.

How?

How did you two find each other so quickly?

How can the only two Spider-Men find each other so--

Fishing Joe

I so got this!

Little Spider-Boy, I should have killed you the minute I heard of you!!

Hey!

Specifically before anything like *this* could ever even come *close* to happening!

Agh!

Maybe, finally, after all the humiliations, the universe's evening the score with me...

FSSAHHAAA

..TWO SPIDER-MEN FOR THE PRICE OF ONE.

BOOM

Agh!

Ow!

SPLASH

I SHOULD RUN.

NO.

NO. THEY CAN'T HURT ME FROM HERE. THEY CAN'T TOUCH ME.

THAT'S THE BEAUTY.

THEY CAN'T TOUCH ME...

But I *can* torture them.

What was that?

I'm no rocket scientist but I think it was something that knocked us into the East River.

(Which I am happy to discover is as disgusting as the one from my New York.)

Listen, I think I know what's going on here, believe it or not...this is Mysterio.

This is the guy who accidently sent me here in the first place.

So you need to get out of here.

Before he does something...

Whoa.

Exactly.

Don't sweat it, kid.

These are just illusions. Little tricks.

This is what he does.

This is classic Mysterio nonsense that--*uh.*

...

Agh!

Never mind!! I was wrong!!

CRAACK

SURPRISE.

ZAAATTTT

Aaggh!!

Well, rrrr, okay...

This is a little more elaborate than usual Mysteriaaaggh!

KTANG

Ow.

Aaggh!!

I love that you don't *get* it.

My favorite part is when the jokes stop.

That's when I know...

Uncle Aaron, b-but you're--

Kid, run!!

THWAP

HONK!!!

AGH!

FAP

BOOM

I don't get it...is this a magic trick or not? *If* it's not ***real***, why does it hurt?

I got this fool!!

Agh! Ya think?

Kid, run!

NO.

What are you?

Rraaagghrr!!

Jeez!

FOOM

WHACK

Aagh!!

AAGH!!

Stop!!

TURN IT OFF!! Whatever you're doing, turn it--

Kid--

GET OUT OF MY HEAD!!

THWAP

It *is* chemicals, kid

It took me a second because he's using something new and it's super advanced but...

It's an illusion with a fierce chemical component.

TACK

He's pulling our fears out of our head and hitting us with them!

Because he's a jerk that way.

SPLASH

DAMN IT!

Mysterio, I'm usually a good-natured sort of fellow but I'm telling you, put me back where I belong!!

Before I get good and angry!!

What is he?

What's going on??

You're right, maybe I was going about this all wrong.

Attacking you *is* too pedestrian.

BUT STICKING YOU THERE WITH NO WAY HOME...

BANISHING YOU IN A WORLD THAT THINKS YOU'RE DEAD.

BLEEP BLAP

Kid, I wouldn't--

Is there an off button or a plug?

Kid, you don't--

What're you--

BOOM

Eh, he'll be okay.

Stand, boy.

Ho whoa! The Ultimates.

On your feet, soldier.

Oh man.

This is Fury, code name one-eye eagle.

We need a containment detail at my triangulated location.

We know *exactly* what happened, kid.

Okay, so this is going to sound crazy but what happened was--

We've been monitoring and heading toward you since the copter was attacked.

You can do that?

Sure. That's what makes me, me.

The question is, what makes this Mysterio, Mysterio?

I've seen this before. It's an avatar casing.

What does *that* mean?

This is, was, being controlled from elsewhere.

But this tech...this is *fascinating.*

You're the big tech brain, Stark. How is he doing it?

Oh, this is above and beyond me.

Or I should say to the side of me.

I don't know what I'm looking at.

This 'Mysterio' is using this avatar to do his dirty work while he sits comfy and safe in his virtual reality base.

But from where and when?

I need to unlock the code of this tech and reverse-engineer how it is broadcasting but on what frequency--

A guy breaking down barriers to our reality is a real problem...not to mention--

The grown-up Spider-Man.

Exactly.

Where did the other Spider-Man go?

Another Spider-Man?

A grown-up version of Peter Parker. Here in our dimension.

He says he came from a world--

Just like ours.

But one where Peter Parker is alive, well, and not a kid.

Yeah, but, uh, where did he go?

Ain't it obvious, kid...

"He ran the hell away from us."

"But why?"

"Because he doesn't know if any of this is real.

"So he's going to find out for himself."

"How is he going to do that?"

"It ain't gonna be pretty."

THIS AIN'T GONNA BE PRETTY.

THIS *HAS* TO BE AN ILLUSION.

BUT IT'S ALL SO *REAL*.

IT'S ALL SO-- AAGGH!! COME ON.

WHAT DID I DO TO THIS MYSTERIO OTHER THAN SEND HIM TO JAIL A BILLION TIMES AND MAKE FUN OF HIS FISHBOWL HEADDRESS.

BUT COME ON, HE PUT A FISHBOWL ON HIS HEAD AND CALLED IT A COSTUME.

HE WAS *ASKING* FOR IT.

WHAT I NEED TO DO IS STEP BACK.

RETRACE MY LIFE.

DO SOME FOOTWORK, CENTER.

START LOOKING FOR THINGS MYSTERIO WOULDN'T KNOW ABOUT.

LIKE WHERE PETER PARKER LIVES IN THE--

Uh, hi.

Um, how long has this store been here?

...

I dunno.

How long have you worked here?

Two years.

So, there's never been an apartment building here? What year is it?

Are, uh, you gonna buy somethin'?

No pockets. No money.

Hey, does that thing have wi-fi?

The cash!!

DO IT NOW!!

Do what I say!!

Open the register and give me the money!!

Really? I'm standing right here.

THWIP

WHACK

Does that get a signal in here?

FRUIT JUICE 30%

Thanks.

Just need to do a little search...

TAP TAP TAP

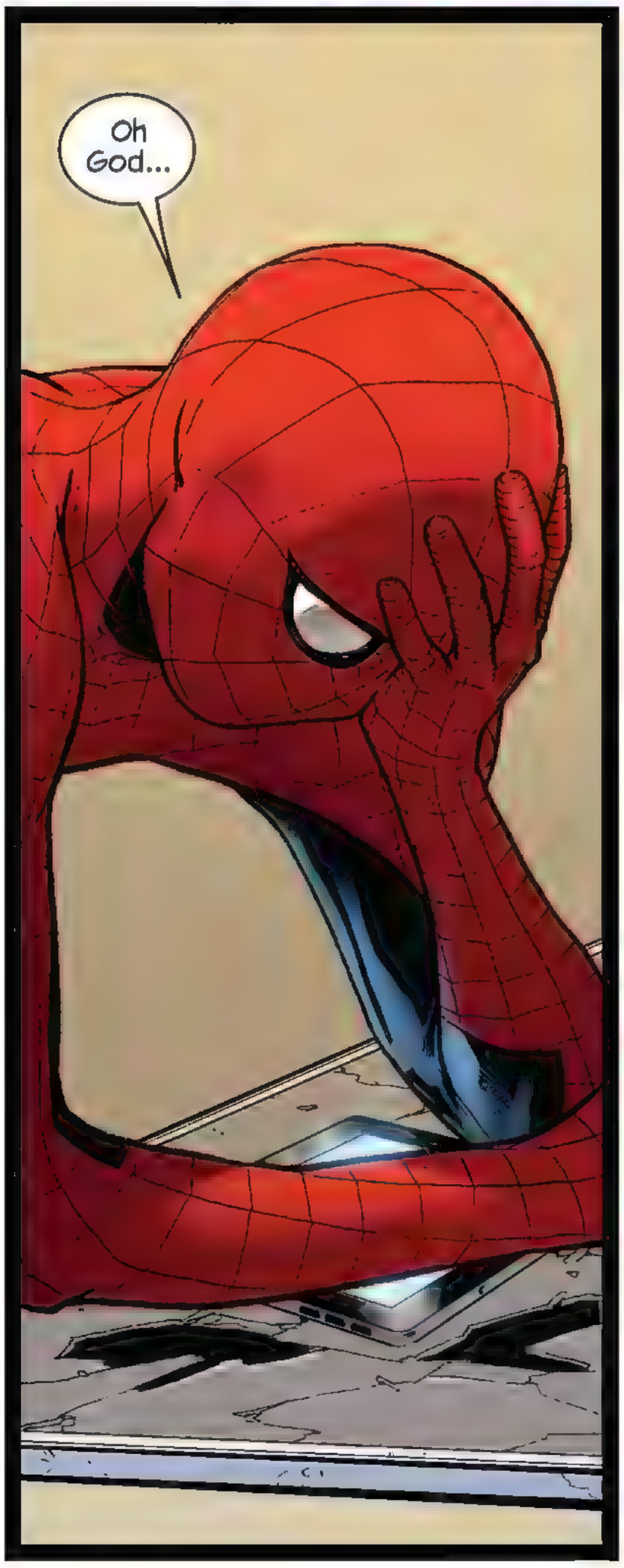
DAILY BUGLE®

NEW YORK'S FINEST DAILY NEWSPAPER

SPIDER-MAN R.I.P.

NEW YORK CITY'S FALLEN HERO WAS QUEENS HIGH SCHOOL STUDENT PETER PARKER

REPORTING BY FREDERICK FOSWE



What is-- what is that about?

Respect.

Respectin' the little dude.

Just like you but... I'm doing it the...

(Normal way.)

Can you--

Oh man... can you tell me what happened to Peter Parker... exactly?

You don't know?

Please.

The Home Of Peter Parker

FOR SALE
Alison Blaire realtor

Gwen, You still have to do your homework.

May, it's not like I didn't do it, I just didn't do *all* of it.

I just need to pace--

How dare you!!?? Get out of here, you lunatic!!

I'm calling the police, you horse's--

SPIDER-MEN #4

Queens, New York.

Aunt May...

And you-- oh man, you're *Gwen Stacy!* You're so--you're so young.

SLAP

Ah.

You $@#$@ #$@#$@!! You think this is funny??

You think it's funny to come and %#$%#$ with people!!

THUMP

Do you have a *soul??*

Do you have a reason to *live?!*

Wait!!

Don't!!

Hey, hey, hey!!
Whoa!!
STOP!!
What the hell *is* this, man??
What are *you* doing here??
This is--this is really--
(It's-- it's him.)
What the hell does that mean??
I--I shouldn't have come here.
I wasn't thinking.
I didn't expect to actually see any of you.
I didn't know *what* I was going to see or do.
I just-- I just can't understand how there's this entire other world.
And-and-and I died and there you are.
I'm sorry I came here.
You didn't deserve this on any level.
I'm really sorry.

The Triskelion--
Headquarters Of S.H.I.E.L.D.
The U.S.-Sanctioned Task Force.

What do you have, Stark?

I got nothing, Fury.

Nothing?

A whole lot of conjecture and theory.

So I have nothing you can use.

Do you *really* believe there's a Spider-Man from another world just like ours?

I do.

Suddenly you're a believer in that which you can't prove.

That which *you* can't prove yet.

We know there are Earths outside ours.

We've been to some of them.

Ain't that hard to imagine one like the one our new Spider-Man describes, is it?

What we don't need is a guy like *Mysterio* knowing about it and dancing between them.

Every move he makes *has* to be hurting the barriers between us.

It *has* to be.

I hate that this guy figured it out before me.

You'll get it.

I need to *talk* to that Spider-Man.

Yup. It's time to bring him back in.

I'm surprised you're letting the other Spider-Man go out and about.

I'm surprised you didn't hit him over the head and keep him under lock and key.

What?

I made the kid promises.

Promises I didn't get to make good on.

Who?

Parker?

Those poor people.

How much crap can one family go through?

Hello?
Mj.
Who is this?
It's Gwen.
Oh hey.
Um...
What's going on?
Well, it's one of those things.
What things?
Well, it's one of those things that it's mean if I **tell** you and it's mean if I **don't.**
And if I thought for a second that you may not ever find out about this... I would totally not tell you.
But I kind of feel you **will** find out about this and you would **want** me to--well, I'd want you to tell **me--**
Hey, hey, hey!
What are you *talking* about?

Hello?

Hello??

No, I'm telling you. His brain was in Wolverine's body and Wolverine's brain was in Peter's.

What?

They switched it back eventually.

Everything was fine.

How does that even happen?

I don't know. Something with the X-Men. I wasn't there.

Well, I've only been a super hero for five minutes and I'd really like to know how to prevent that from happening to me.

You'll have to call the X-Men and ask them.

I didn't know people could switch brains. That's freaky.

Well, considering where we are today, I think we can rule out *anything* being "freaky."

And you live *here*?
With Aunt May?
My dad died and my mom bailed so Peter, you know the *other* Peter, and May took me in.
Wow.
It's just amazing...the differences.
Dude, did he really make these web-shooters himself?
(That's so cool.)
Hey! Wait!!
Is there- is there a *me*-- a Gwen in your world??
Yes.
Is she cool?
Insanely.
But--
But?
But-but older.
You know, uh, my age.
Okay, well, wow.
Can I ask a question without sounding weird?
Are you dating her?
You didn't let me answer if you could ask me something without sounding weird.
And it's-- boy, uh, it's a whole thing.
You're dating MJ, aren't you?
Is-- Is there an MJ here?

Oh you better believe it. In fact, I called her and--

Like, *your* age?

Yeah.

Yikes.

Is she a model yet?

A model?

In my world... she's kind of...a supermodel.

SUPERMODEL??!!

Are you kidding me?

A supermodel with red hair and glasses?

Well, she wears, y'know, contacts.

She gets to be *a model??*

What am I then??

...

I don't know if we should be talking about *all* of this.

Hey...

Are you- are you okay?

May May May, there are *other worlds!!*

Whole other worlds and dimensions!!

There's a whole other *me and you!!*

And Peter's *totally* alive.

This is really him.

We-we don't know.

Oh, it's *him.*

We don't know.

It's him.

And you-you live *here* now?

No.

No, I have to get back to where I come from.

I'm here by accident.

I don't think I understand.

I was fighting this-this jerk called Mysterio.

The crazy guy on *YouTube.*

And he broke the (what should I call it?) the wall between here and where I come from.

I wonder if there's a me where you come from.

THWIP

Oops.

Yeah, maybe, I don't know.

And I am- all of you, I am *so sorry* I just showed up here like this.

If I gave it two seconds thought I never would have.

I just needed to- to see.

You know?

Do you have a *me* where you come from?

I do.

And you raised me.

You and Uncle Ben.

Is he alive too?

No.

No. Sorry.

But-but he's the reason I even *do* this.

When I first got my powers I could have saved him and I-I didn't.

Now I do what I do the way I know *he* would have done if he were in my shoes.

With great power...

Comes great responsibility.

Yeah.

Oh my God, it *is* you.

Look at you.

We lost you.

We lost you and we didn't get to say good-bye.

And now you're all grown up.

I'm so sorry.

But you're here.

You're okay.

Wait, did-did Peter--did *he* tell you he was Spider-Man before he died?

Yes.

Yeah. We knew for a while.

Did the *world* know?

No.

No, everyone found out about you after--you know...

Just us.

And MJ and Norman Osborn.

Osborn.

And Kitty Pryde.

Kitty Pryde?

Oh, you and Kitty were a whole thing.

Kitty Pryde of the X-Men??

Yep.

The X-Men.

Yep.

We were dating?

Oh yeah.

Okay, now I have a million *more* questions.

Oh you think *you* do, how about us?

May, he said MJ turns into a *super-model!!*

Explain *that* one to me!!

Gwen...

I mean, right now, right here if you had to guess which one of us was--

Gwen, focus.

Um...I think we have to go now.

It's time to go now.

Guess so.

I changed my mind.

Now I'm really *glad* we did this.

I like this thing with you here like this.

Take care of her.

Done!

Okay, kid, you need to web along and get back to school.

Me?

You're the only kid here.

Oh, uh, I'd like to-- I'd like to *stick around* awhile.

Kid, this is getting more complicated by the--

I'd like him to stick around too if that's okay.

Get in the van.

It's time to go home.

It's time to go home.

Hey, do they have a Nick Fury where you come from?

Oh yes.

Yeah? What's he like?

Uh, white.

Sorry to hear that.

I made the right choices.

What?

No. Nothing. I just--I'm so...

Well, I'm writing a book.

Tony Stark, Peter Parker.
Oh, hey.
Whoa.
Okay, tell me right now.
What exactly did the Mysterio suit broadcast?
Would'ya say it's an apparition or would'ya say it was more of a fully formed bioorganism that--
Hey, Tony.
You know me?
I know *a* you.
Yeah?
Yeah, but uh, *my* you stopped drinking a while back.
I like yours more already.
I *would* stop drinking if you'd stop dropping impossible equations of interdimensional travel onto my lap.
If I could find this Mysterio I could, maybe, find a way to put this all together...
I don't even know where the break point for the dimensional loop started because I don't know where Mysterio is starting it *from.*
It could be *anywhere!!*
I can't start the equation to get *him home* because I don't know where the *equation* begins.
Let me take a look.
You some kind of scientist?
Some kind.
Any good?
You hired me.
Well, see here? You're looking at it like a curve...it's actually more like this.
Hey, I know this.

I know that building.

That's in Brooklyn.

What building?

There.

I don't--

That tiny light over Mysterio's shoulder, out the window.

I know the building. I can see it from my room at home.

What *are* these videos?

He's been broadcasting his rants on the web.

He *was* always theatrical.

Can't you find his secret lab or whatever if you can find out where it is according to that--

(Good job, kid)

This is Fury.

Code name one eye eagle.

Code white. Full battalion.

I need...

"...everything."

SPIDER-MEN #5

I'VE DESTROYED SPIDER-MAN!

THERE'S NO *OTHER WAY* TO LOOK AT IT!!

I HAVE *TRAPPED HIM* IN A DIMENSION THAT HE *CANNOT* ESCAPE FROM.

I WON.

I HAVE TRAPPED HIM IN A WORLD WHERE PETER PARKER HAS *DIED.*

HE LIVES IN A WORLD WHERE PETER PARKER IS DEAD AND NOW *THIS* WORLD WILL HAVE NO *SPIDER-MAN.*

HE IS TRAPPED FOREVER.

IMPRISONED.

THAT'S IT!!

I KEEP THE DIMENSIONAL VORTEX *SHUT* AND THAT IS IT.

WHOEVER HIS LOVED ONES ARE HERE-- WHATEVER LIFE HE'S BUILT FOR HIMSELF...

I DON'T HAVE TO FIGURE OUT A WAY TO RUIN IT...IT'S RUINED.

IT'S OVER.

SPIDER-MAN WILL CEASE TO EXIST.

ALL THE HELL HE HAS PUT ME THROUGH OVER THE YEARS.

AND I...

I WON.

WHY ISN'T IT *ENOUGH?!*

I--I HAVE TO *SEE* IT.

I HAVE TO *SEE* HIM SUFFER AND DIE.

I'LL JUST--

I'LL JUST PEEK IN AND SEE IT FOR MYSELF.

MYSTERIO AVATAR ACTIVATED.

Mysterio avatar activated.

ALL FUNCTIONS OPERATIONAL.

All functions operational.

JUST A PEEK.

JUST TO MAKE A PLAN.

ENGAGE DIMENSIONAL VORTEX.

THWAP

THWAP

NOOO!!

Ngah!!

Nnguhh!!

Gggah...

Surprise!!

It's your super villain retirement party!!

Good one.

Thank you.

Wait, what's he-- what?

No!!

Come on, Mysterio!!

We went to aaaall the trouble to figure out where your lab was, waited for you to open your little portal so we could surprise you...

The *least* you could do is stick around and poop your pants in front of us so we can all have a laugh.

Listen, I've been through that frakakta portal...thanks to you.

I know what you're feeling.

You're freaking out a little.

Feeling fluish.

Plus you're totally busted!

There's that, too.

No!!

This is One Eye Eagle.

Get the high sciences R and D team ready to set up shop at my location.

We have an open interdimensional portal.

*An **unstable** dimensional portal.*

And I could not be more excited. This is like Christmas.

An **unstable** dimensional portal.

You are *not* going through that portal, Stark.

Oh, yes I am.

Uh, no.

Just for *a day.*

The only one going through the portal is Peter Parker.

He's going home and we're shutting it down.

This can of worms is closed and will remain closed.

Now?

Good a time as any.

I do gotta get home.

So uh--

Yeah, I'm really glad we did this.

(I know that sounds weird.)

I feel like I should say something profound.

With great power comes great responsibility.

You know that one?

Yeah.

Well...

That's all I got.

Actually, you know what?

I have to say, all of you, this is really--

NOOOO!

No!!

WAR

You don't think I'd be ready for *anything* you have!!

WHACK

I'm ten steps *ahead of you!!*

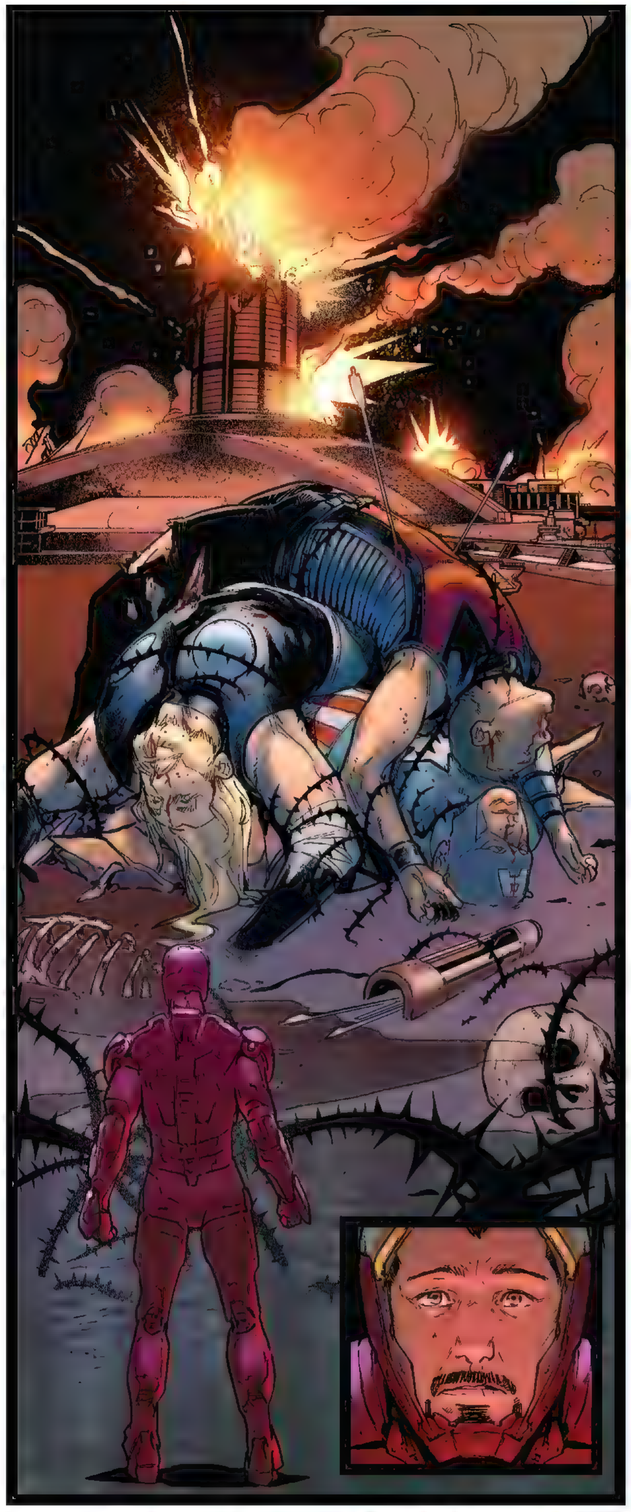
I'm ready for anything.

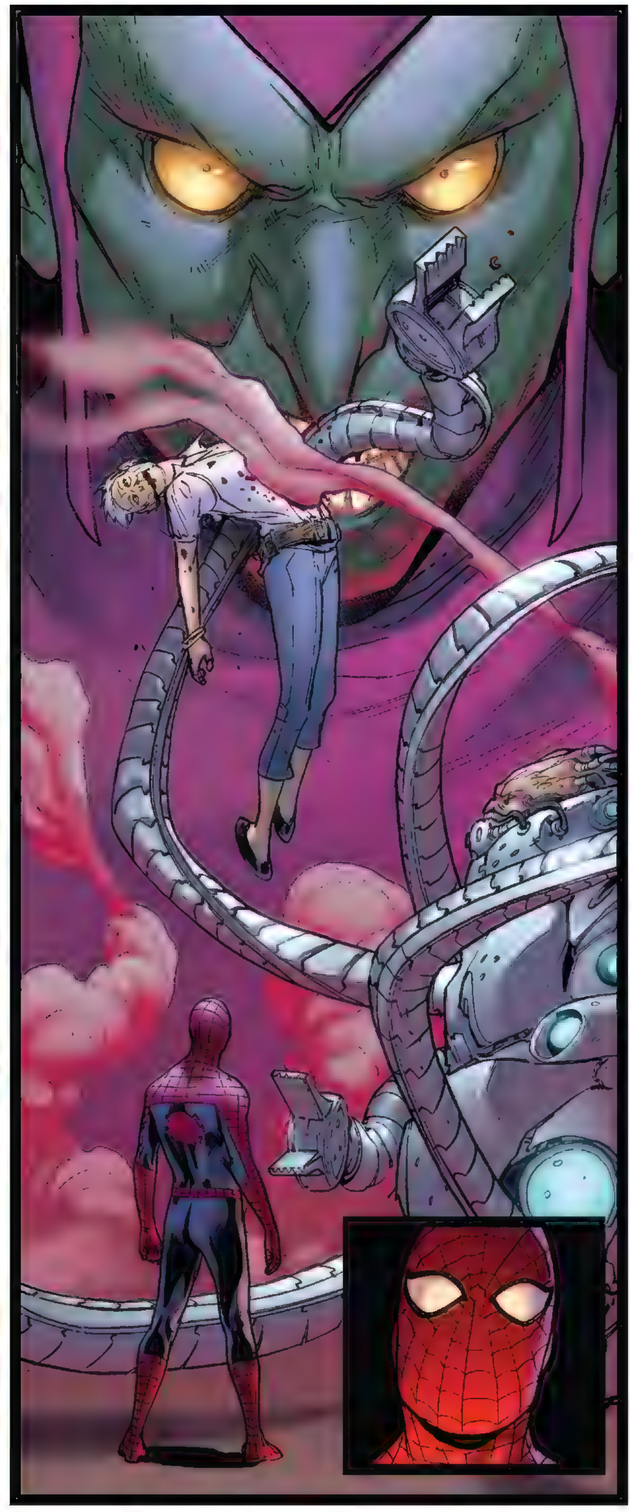
Now you have this!

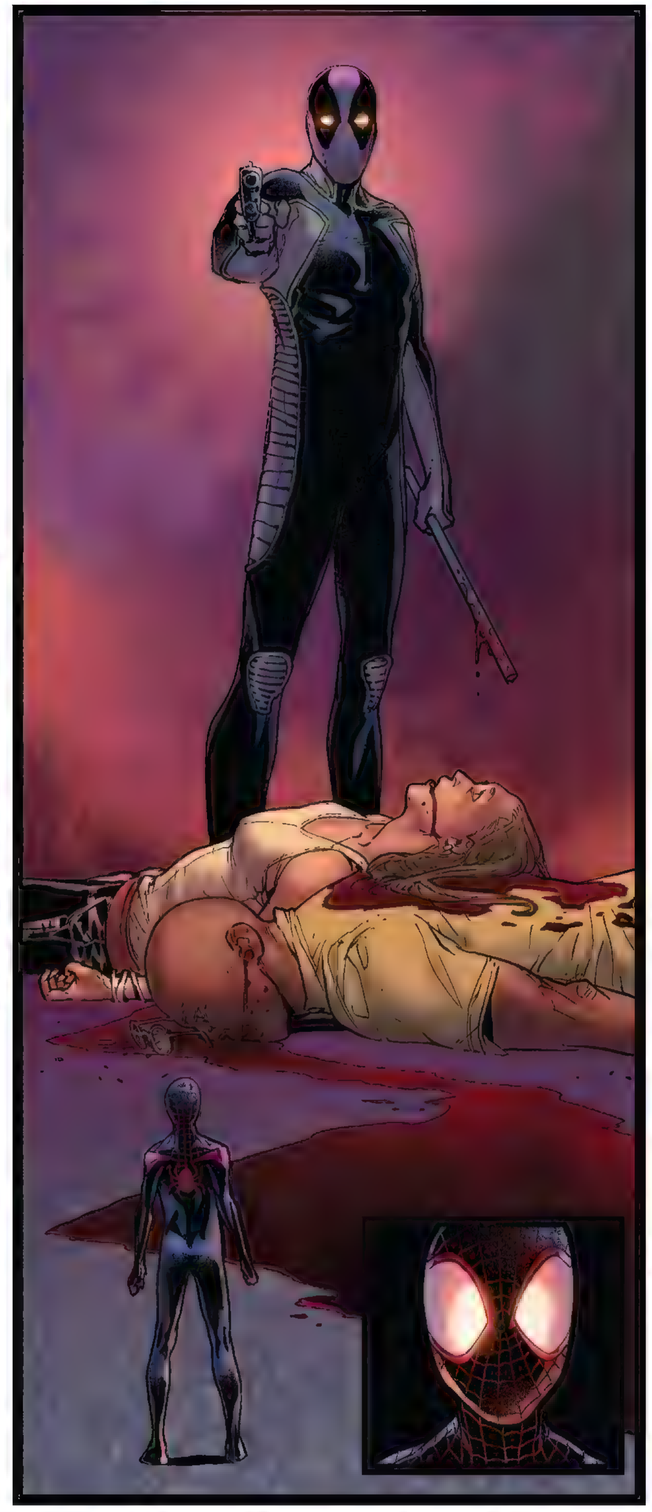
CRACK CRACK

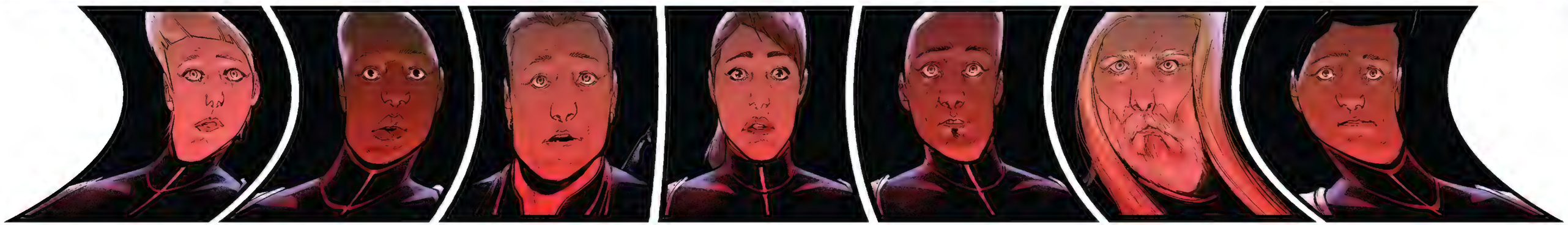
Oh God!

Holy--









God!!

What...*is*... *happening?*

Mysterio has crazy chemical agents that make you see and feel your worst fears.

And I mean *really* feel them.

Hate this!

I know-- it's like it's happening!!

Push *past* it! Don't let it--

No!!

Agh!!

What are *youoooaaaa!!*

AGH!

OW!!

FWOOSH

CHILD!

WHOA...

HEY, NOT COOL, DUDE.

IT'S NOT EVERYDAY I GET TO SEE A DIFFERENT WORLD TO--

SHUT UP!!

SHUT UP!!

NOW I HAVE TWO OF YOU!

I CAN'T TAKE IT! I CAN'T TAKE TWO OF YOU!!

HOW MUCH OF THIS AM I SUPPOSED TO--??

WH-WHAT JUST HAPPENED?

I DON'T LIKE THIS...

WELL, YOU'RE PROBABLY NOT GOING TO LIKE *THIS* EITHER.

WHACK

Wow, *that* felt good!

ZZZTTT

Venom blast!

Nyyaaagghh!!

NO!!

No, this isn't how this--

GRACK

You were under arrest before...

And now you're doubly under arrest.

See? Smart man.

You can't keep me here!!

I don't *belong* here!!

You shoulda thought about that before you went and acted like a fool.

For real.

You're going to *keep* him here?

I assume that where *you* come from *no one* knows Peter Parker is Spider-Man.

Yeah?

Then I think *he's* better off *here*.

Yeah, that would help me out a lot actually.

You're welcome.

And I get to pick his brain.

Dimensional portals, chemical fear agents...

You stay *away* from his brain. That's all I need.

Like that's going to happen.

So, can I go home now?

Actually, you **have** *to go home now.*

According to my readings that portal is damaged, unstable and beginning to close on itself.

Hey...

Really, thank you.

You know... keeping it going.

For what?

So you're *cool* with it?

Entirely.

I have your, you know-- your--

My *blessing?*

Absolutely.

Thank you.

All of you.

Thank you for helping me get home. Thank you for all of this.

The scientist in me is doing the jig. This was amazing-- just thank you.

What *were* you going to say?

Before you said you had something to say to me?

Oh yeah...

uh...

Don't let anyone *clone* you.

Seriously.

And only date one girl at a time.

And--and if you find out a guy named Doctor Octopus is going to marry my Aunt May--stop it.

And don't lend anyone named Wolverine or Mockingbird money. You'll never see it again.

And once you beat up the bad guy leave the crime scene *as soon as possible* because they'll try to make *you* clean it up.

And wash your costume, like, *daily*, because it *will* get funky and people will make fun of you.

And--and no matter what, never--

Should I get a pen?

No, listen, this is the most important thing I can possibly tell you about being Spider-Man. This is as true as it gets, if you ever see a--

Aaaaand... Closed.

Wow. What a day.

And I would give the opposite advice on almost every subject, by the way, if anyone cares.

Hands off the portal, Stark.

Just admiring it.

Admire it from over there.

So you got his blessing.

That was *crazy.*

You earned it, kid.

Now you have to keep earning it.

MILES MORALES.

MILES MORALES.

I WONDER IF *WE* HAVE A MILES MORALES?

OH MY GOD.

gle

Miles Morales

search it !

pics

ONE·ONE·POINT·ONE

BROADWAY

DAILY BUGLE

NEW SPIDER-MAN A DANGER

DAILY BUGLE

ULTIMATE COMICS SPIDER-MAN #16.1

FLLOOM

Do you see this?

Is that the new Spider-Man?

Oh my God!

Jeez...

Dear lord!

Someone call 9-1-1!

That was crazy.

How about...

...that?

You are...

just...

...like me.

What?

What did you say?

They're calling someone.

Hold on.

You are...

just...

...like me.

You are...

just...

...like me.

You are...

just...

...like me.

Daily Bugle, Midtown Manhattan.

According to my sources, Stark Enterprises will profit from this latest war to the tune of $19 billion.

So you're saying Stark started a war to make some money?

No. I'm saying that Stark Enterprises is about to make a profit of $19 billion.

I think that deserves further investigation.

Next.

The New York Times ran a poll that said that 46% of the country *still* doesn't believe that the person who is saying he is Captain America is the *original* Captain America.

A propaganda tool.

Who do they *think* he is?

Of who?

I'm not running that.

Does anybody have anything that even slightly resembles an interesting take on an interesting story?

This country almost collapsed in civil war and none of you have anything interesting to write about?

I have something on this new Spider-Man.

Is it good?

This is amateur footage of the fight between Spider-Man and who the F.B.I. called The Prowler.

Now The Prowler's real name is--was Aaron Davis.

He was a cat burglar of some report, hence the name.

Before that just low-level, all-around scum his entire life.

But what's interesting is how crazy he got just about the same time this new Spider-Man popped up in our lives.

He started wearing gear and challenging the big dogs.

He's reportedly the one who took out *The Scorpion*.

That's true.

Spider-Man was there.

That's my point.

There is *some connection* between The Prowler and this new Spider-Man.

It looks like they were partnered up and then things went sour.

And if you can--well you can't hear but just before he dies...

He says something like:

You are...

Just...

...like me.

And?

And if you look, see, you can see the new Spider-Man, he might be African-American.

What does *that* mean?

I think they might be related.
All my life.
How long have you lived in New York, Miss Brant?
And am I the first person to tell you that not all African-American people are related?
Thank you for that, Robbie.
But no.
There's a familiarity here. Between these two.
I think they *knew* each other very well.
I think they might be related.
Are we really looking to out the new Spider-Man?
What is the story *about?*
A master criminal has a connection of some sort to this new Spider-Man.
We don't know anything about him.
You told me you go poking around and I think there is something here.
I don't know.
I just think the country almost cracked itself in half under the foot of civil war.
I think there are bigger things to write about.
Well good for me that you aren't the editor-in-chief of this newspaper, Urich.
You're just a reporter like me and I don't have to ask *you* what I should be writing about.
So the death of Peter Parker taught us nothing?
Whatever you are looking for, you don't have it yet.
Don't come back into this room with nothing.
Don't come at me with something I can see on YouTube.
45 minutes till we lock the late edition.
Go!!

I was guarding her!! That's all I was doing!!

Officer Maddox.

Wow. Betty Brant.

You'd better not let my captain see you around here after that thing you wro--

I need a favor.

Wow.

A favor I will gladly return.

You have gigantic caliyoodas.

I'm desperate.

Please, John, I promise I will make it up to you.

You are going to get me fired.

I just need to see The Prowler file.

He's dead.

Then what could the harm possibly be?

Brooklyn, New York.

It was the strangest thing.

One day he's living here and the next day he just isn't.

He packed up in the middle of the night and just disappeared.

Still had 3 weeks left on his rent.

I certainly don't mind money for nothin'.

I'm just sayin' it was the strangest thing.

Usually we have to kick people out for *not* paying.

What's the rent?

$2,200 a month.

I'll take it.

Great. I'll go get the paperwork.

Great.

I'll be right back.

Great.

PEELED
TOMATOES
AH!

That is the biggest spider I have ever seen.

And it's not--it's not a tarantula.

Is it?

Gonna vomit.

So it's all pretty standard.

We will need first and last months rent plus a couple of--

Uh...

Hello?

Somewhere in New Jersey...

ROXXON INDUSTRIES

You didn't call me back, Doctor Marcus.

Ah!

You should know me well enough to know not calling me back is not going to make me go away.

Go to hell, Betty.

Seriously, *straight* to hell.

I need your help.

I need *you* to go to hell.

I just need you to--

My interest in what you need after the way you--

What *is* this?

Where did you *get* that?

You *know* what this is.

Where did you *get* that??!!

Let *go* of me!!

Where did you get it??!!

I found it!!

God!!

Was it dead when you found it?

It looks like it's been dead for a long time.

Look at *that.*

It calcified.

You've seen this before?

Yes, I have.

This--this was part of a project I was working on.

You? Here?

No. Oscorp. This was a while ago.

Oscorp?

What does that number mean?

I tell you and my name ends up in another one of your hatchet job rag--

The only way I promise to keep your name *out* of it is you tell me what it is.

Like I can trust--

I promise!

Do you remember Spider-Man?

The original one?

Well, Peter Parker, it seems, was bit by a spider that was being genetically experimented on at Oscorp.

Once Norman Osborn found out *he* accidently invented Spider-Man...he spent the rest of *his* life trying to duplicate that experiment.

He literally *killed* himself trying to do it.

This was test subject 42.

Where did you *find* it?

Did it go missing or was it stolen?

What do you want for it?

It's not for sale.

Seriously, where did you get it?

Are you saying *this* spider could give someone Spider-Man powers?

No.

Osborn was *never* able to duplicate the process.

The Oz formula was a *complete* failure.

You can read about *that* online.

It's not a secret, Betty.

S.H.I.E.L.D. raided the laboratories.

Maybe the spider got loose during the chaos.

Wait, hold on...

Could *this* spider have given that *new* Spider-Man spider-powers?

Did the process work after all?

Hey!! Come back here!!

Oh, you *complete* nightmare!!

User!!

Oh please, that movie was the *worst.*
It was a masterpiece.
When you're older you'll see that--
What??
I'll pay you two to stop.
How much?
Brooklyn, New York.
Gotcha.
Well, I just became a very rich woman.

You don't say.

I know who the new Spider-Man is.

I have physical evidence.

I have proof.

It's a great story.

And I want you and I, right now, to work out our financial differences.

We have financial differences?

I don't like how much I make.

I don't like that I'm treated like a lesser reporter because of past indiscretions.

And I would like to rectify all of this in exchange for this world-wide exclusive.

Let me see it.

His name is Jefferson Davis.

He is Aaron Davis aka The Prowler's *brother.*

They got their hands on a genetically altered spider, the same kind that bit a young Peter Parker, and they teamed up for a while.

But they had a falling out and now one of them is dead.

I can read.

I'm not going to run this.

What?? It's *gold!!*

It's not a story.

It's-- what?

Then what *is* it??

Words *mean* something, Brant.

These words you're writing don't illuminate the truth.

They just-- all you're going to do is *ruin* a man.

Ruin his family.

Okay, the world finds out this man is Spider-Man, which by the way, based on your prior record I'm not convinced is true...

You put that out there... *then* what?

Then the city has one less hero and this family's life is ruined.

The world will not be better.

Justice will not have been done.

You're just burying someone so you can... your words: make money.

I don't even know what you're *talking* about.

Everything that you've been through in your life, everything this city has been through... and you learned *nothing?*

That makes you a fool.

You're *not* going to run this story?

No.

Well then I will *find* someone who will.

I'm sure you will.

You're *out* of your mind.

One of us will sleep very well tonight.

You bet!!

How much do you think I could get?

Really? No, I-I got it.

I got the *actual* spider that gave him his powers. I have it *in* my possession.

I have it on me *now*.

This is a *huge* relief. This is *great* news.

Ned Leeds told me what an amazing job you did getting him his book deal.

I should've done this *years* ago.

Really? *Letterman??*

If you can make *that* happen I will *marry* you!

Ha! Okay, great.

You got my number.

Thank you *so* much.

And you can officially suck it, you Hitler mustache-wearing--

Trying to profit off of things that don't belong to you.

Oh my God!!

Please, whatever it is that you--

GULP

Ggkk!

you really shouldn't do that.

VENOM WAR

ULTIMATE COMICS SPIDER-MAN #19

Yiy!

This is *hard.*

I thought swinging around the city was going to be easy.

Did I just yiy?

I've never yiy'ed in *my life!*

Man, this webbing.

You have to think, what? Like five moves *ahead.*

You have to swing wide and *hope* that when you get to the end of your swing that there's *something* nearby you can web onto before you just kinda, well, fall.

Peter Parker made it look so easy.

It's fun. Yeah, sure.

THWAASSSSSS

But it ain't--uh...

And...

I am out of webs.

Maybe no one noticed.

No. They noticed.

'Sup?

Stop watching me.
Stop watching me.
Stop watching me.
Stop watching me.

15:05

Embarrassing.

The Northern Spotted Owl is primarily...what?

Anyone?
Nocturnal.
That's right.
Its diet consists mainly of... what?

Wood rats and flying squirrels. Yes, it's true.

SPIDER-SPAZ

I'M TOTALLY OUT.

But do not be fooled, the Northern Spotted Owl will also eat other small animals.
Like what?
Like maybe reptiles, birds, hmm?
Insects.

I GOT IT.

I SO GOT THIS.

Give it up, Ganke.
What?
The phone.
What phone?
I SO GOT THIS.

Ganke.
Ganke?
Yes.
What?
The phone.
Oh, you mean *this* phone.
Ganke?
It's not on.
Ganke.

SMASH

BOOM

Ready?
Dude.
Ready?
Your hands smell like peanut butter.
Ta-da!
What did you do?
We need to make more web fluid and this is all the stuff we will need to make it.
Where did you *get* all the stuff?
You *can* buy it!
It's not, you know, *plutonium!*
Where did you get the *money?*
I *had* it.
No, you *didn't.*
You-- oh man, Ganke.
Don't *worry* about it.
This is your Lego fund!
Don't *worry* about it.
You were saving up for the limited-edition *Death Star.*
I think *this* is considerably more important and awesome of me.
I *can't* let you do this.
You can't not make me... not let me do this.
You *need* webs.
And thanks to the late, great Peter Parker leaving you the web fluid formula... all we have to do is figure out how to be genius chemists before dinner.
I've been working on it the whole time you were out saving Captain America's life.
Do you know what any of this means?
And?
Let's just say--this is going to be *just* as hard as putting together the limited-edition Death Star Lego except...
by the end of it, we will have something substantially more cool.
Maybe.
Maybe.
Big maybe.
Oh yeah.

DAILY BUGLE.com

What can I do for you...?

Detective...?

Detective Maria Hill.

Homicide.

This is about Betty Brant.

Yes, it is, Mr. Jameson.

Yes, it is.

Well, obviously, I will help you in any way I can.

Jonah, I think you should wait for your lawyer to get here.

I'm not *guilty* of anything, Robbie.

Guilty people need their lawyers present.

The woman is dead. I will help in any way I can.

And so will you.

She came to see you a couple of hours before the time of death...

Yes.

She was here about this time yesterday.

I'm sure my secretary has a log.

It wasn't pleasant.

Do you remember what the conversation was about?

Could you be more specific?

She said: I know who the new Spider-Man is. Who he really is.

She said: I have physical evidence. I have proof.

Wow.

Jonah, could I talk to you outside for a second...

Robbie, I'm not going to *lie* to the police.

As I'm sure you are aware, detective, she worked here for many years but last year I had to let her go because of what I considered to be *unprofessional* behavior.

She had a tendency to *fraternize* with people she was supposed to be *reporting* on.

Kraven the Hunter.

Kraven the Hunter was one of them. Yes.

She liked to be in the tabloids.

And making *yourself* the news story is not what a news person *does.*

Not on my paper.

And do you know anyone who would want to kill her?

Had she been threatened?

I really don't know that much about her.

Truthfully, she was a careerist, which means that everything she said to me by definition was her trying to *advance* herself.

I don't have much patience for that kind of person.

I told her a thousand times: You want to impress me?

Write well.

Did she tell you who this new Spider-Man was?

No.

She wanted me to pay her a great deal of money for that information.

She wanted her full-time job back and a byline.

I rejected the offer.

Why would you do *that?*

Because I don't *care* who the new Spider-Man is.

It's... news.

Maybe.

But it's not news I'm interested in reporting.

Oh, oh, oh...I get it.

Because *you* knew Peter Parker...

Because I *learned* a lot from Peter Parker.

I learned a hero should be left to be a hero.

I publish a story saying who the new Spider-Man is, yes, I will sell a lot of papers.

But then this new Spider-Man would have to *stop being* Spider-Man.

And all of the good things he would do, whatever they would be, would never happen.

But someone *is* going to report the story.

She was going to sell it to *someone.*

Except someone got to her before she could.

Yes.

That's true, isn't it?

Um, yes, our phone records showed that she was going to sell the story to a book publisher.

So I need to talk to a Ned Leeds.

Ned?

Is he a reporter here?

Yes.

Supposedly he had set her up with a potential publishing deal.

Well, that is disappointing to hear.

Okay, just, I'm sorry...

If you ***know*** she was going to walk out of here and sell the story because everyone else in your line of work will line up to ***buy*** the story...

why wouldn't you just publish it yourself?

Because it took almost a year after Peter Parker's death, but I just started sleeping well again.

I would like to continue doing that.

I'm, yeah, I'm going to have to take a look at her work computer.

Robbie will help you in any way, shape or form.

Robbie...

Miles' Parents' Apartment. Brooklyn, NY.

Slow down, Miles!

Hungry.

Do they not feed you at that school??

Yesshh!

Slow down. It's not a race.

BBZZZZ

Who is it?

Work.

BBZZZZ

You're not going to get it?

No.

Who is here?

I have it.

KNOCK KNOCK

KNOCK KNOCK

Please, Mr. Davis, we just want to get your side of the story...

Damn it.

Mr. Davis, Amy Lafuente, MSX News.

Can you confirm that it ***was*** you on the amateur footage that we have been running?

Was it you who faced off against the Hydra militia and saved the lives of a handful of New York civilians?

Can you tell us how you came to be in that situation??

He did ***what?***

Oh no.

How ***dare*** you??

You come to my work and you almost get me ***fired!!***

I told you to ***go away!!***

I told you I don't want to be part of ***the circus!!***

I ***told*** you!!

But--but you're a ***hero!!***

People want to ***know!!***

REC

Get out of my house!!

What the hey?

I'm going to ***call the police.*** You are ***actually trespassing!!***

OUT!!

What you did was--

Agh!

Hey!

SLAM

Ow! My *back!!*

You're on a *kid!*

Yeah, uh, *could you* get off me, please!?

Why didn't you tell me this was *happening?*

24-hour news cycle.

It's a 24-hour news cycle.

It'll go away in 24 hours.

Why won't you *talk* to them and be done with it?

Come on...

Wait, what did you do?

I'm sorry, boy.

Sorry you had to see that.

You fought *HYDRA??!!*

I did too.

We--we have that in common.

Kind of.

Did you *get* that?
Wasn't much.
It was enough.
I--yeah, I know this--this was...weird.
Uh, *yeah!!*
Hydra??!! Dad??!!
So, okay, during all the craziness last week your dad got into it with some of those Hydra people.
And he *won?*
Listen, he's *upset.*
Your dad doesn't like to fight.
Because it, you know, reminds him of who he *used* to be, and all that.
He doesn't want to fight anyone.
But he fought *bad* guys.
That's--that's *insanely* awesome.
I don't think it--I don't think it feels that way to him.
Wow.
KNOCK KNOCK
Ugh!
Now I'm going to *call* the police.
Miles! Yo!
Ganke!
Ganke?
Let me in.
Are they still *out* there?
No.
Ganke, now's not a good time to--come right in.
They--did you see that? They trampled me.
What's going on?
You will not *believe* this.
Jefferson?
I'll be right back.
Where are you going?
I just need some air.
SLAM
Jefferson?
Jefferson!!!

Hey man, all we needed was 14 seconds of B roll for the 11 o'clock and if that's the 14 seconds--

Uh-oh. Hey, he's here.

Oh, hey, change your mind?

All we want to do is get you on record. Tell your story.

Who told you where I live?

I looked it up--we, yeah, we looked it up.

I'm *unlisted.* As in: *not listed!*

Who told you where I live??

Buddy, listen, we're trying to--all we are trying to do is run a piece about a local man who rose up and acted like a hero.

Why are *you* acting like I just caught you stealing a handful of Slim Jims at the--

Who told you *where I live??!!*

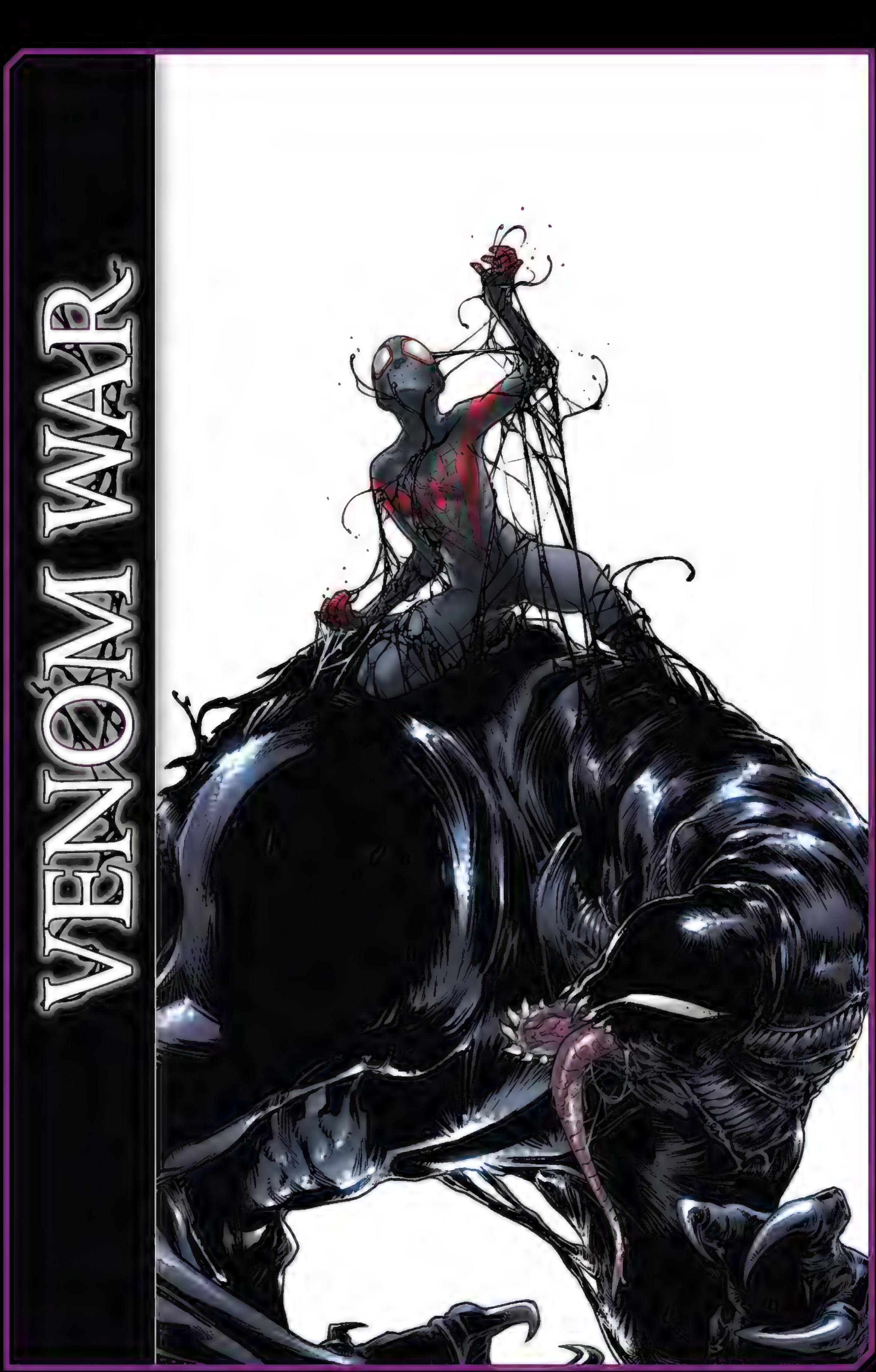
I don't think I appreciate your--*holy!*

Oh my god!

What the...?

SSSSSSSSSS

RAWR


ULTIMATE COMICS SPIDER-MAN #20

Mom? What's going on?

I'll--I'll be right back, Miles.

I'll come too.

You *stay* here.

Mom?

No, Miles.

You--you stay here and- and *do your homework.*

Ganke, go home.

Your family is going *crazy.*

My dad fought Hydra?

And he won?

Crazy.

I just said that.

AAAIIEEEEAA!!

CRASH

Jefferson Davis.

The Spider-Man.

The brand-new Spider-Man.

Wh-what is--

Oh God, what is this?

Holy!

Oh!!
What *is* that?
Whoa!!
Your dad-- he's--
Being attacked *by a monster*??!!
Go!!
What *is* that??
This is nuts!
Talk *later*!! Go!
Throw your mask on and go!!
Do you even know who I am??
I wonder.
Here, hey, wait, I did it.
This is why I came over.
I have more web fluid for you!!
I made it!
Answer me, Jefferson!!
Do you know who I am??
Wh-wh-wh-what?
You're the best.
Go!
Call the police!!
What *is* that monster thing? It looks familiar!
I'm calling *The Hulk*!
I'm the angel of death!

I know this thing!

SMACK

Graggghh!!

Uh, sir, you must get up out of the street!!

What voice am I doing?

An English accent?? Idiot!

He's going to figure out I'm his son.

He's going to see right through this.

He's not stupid.

What--what is that? What is happening?!

Just go!!

Tell me you're getting this!

I just peed.

Oh my dear lord.

Wait, this--I know where I saw this!!

Peter Parker fought this thing!

I'm confused.

You're confused?

How did it end up here in front of my house??

Ok, so Spider-Man isn't who I thought he was!

You are much shorter in person...

Let's see who you really are.

Wait, what?

He thought who was Spider-Man?

Haarrghh!!

He thought *my dad* was Spider-Man?

What is this thing to even get that close to figuring out *anything*??

That's-- this is not good.

OFF DUTY

SMASH

Hold on, focus!

I remember where I saw this--I saw it on *YouTube*!

Come here, little Spider-Man.

I'm dying to meet you. I've come such a long way.

The whole fight.

FUMP

REC

I have to remember what Peter did to-- *AGH!!*

WHACK

Heck with it. Just shut him down.

SHPACK

Arghh!

This...

...this also looked more impressive on TV.

DRIP

Oops.

Ganke.

Now you are desperately annoying me!!!

I came here for a reason and I'm not leaving until I do what I came here to do!!

Now all I have to do is figure out how to stop this before he blurts out my name, kills my family, or kills me!!

Ow!
Seriously, agh, all you people get out of this--this bloody place!
"Bloody place"-- moron.
Do you people *not* speak English?!
GET OUT OF HERE!!
Think!!
How did Peter Parker school this guy??
You really think you're a hero?
Go!!
Aagghh!!
Are you going to take off your mask or am I going to have to take it off for you??
All right, all right, all right, you.
First of all, yes, we haven't had proper introductions...
I *am* Spider-Man, the new hotness.
And *you* are??
Whoa, hey, do you *know* this thing??
Is this related to what happened with you and Hydra?
Jefferson...
Oh my God!! What are you *doing*??!!
WHACK
Agff!!
Jefferson... no...
Think!
[REC]
CRACK
Gaaskk!
Who are you, Spider-Man??
Agh!
It was that spider.
The spider with the number.
Do you know what that number means?
Do you know how many more there are?

SMAASHH

Haarrghh!

Whoa!

Jefferson!!

WAP

WHACK

I need, uhn, it's an emergency-- I n-n-need the police.

I need a-uh-an ambulance.

SMACK

Boom!

Hope that hurt!

Holy gazoongahs!

While I'm racking my brain trying to remember how Peter Parker beat this guy...

I just reminded myself that fighting super villains in front of his house is exactly how Peter Parker ended up dead.

I have to get this away from my house.

He knows about the spider

Agggee!!

GUARUMPLE

Whatever this thing is, maybe it knows more about me than--AGH!

WEEE

He--he--he's unconscious!! His breathing is--

His breathing is--

Hey, uh, come on, Ms. Morales!

We have to get off the street!!

This is car 97! We have a 616!!

Both of you-- on the ground-- now!!

Both of who? I'm not with him!

Holy!!

No!!

BAM BAM BAM

you do not!!

SPACK

SPACK

SPACK

SPACK

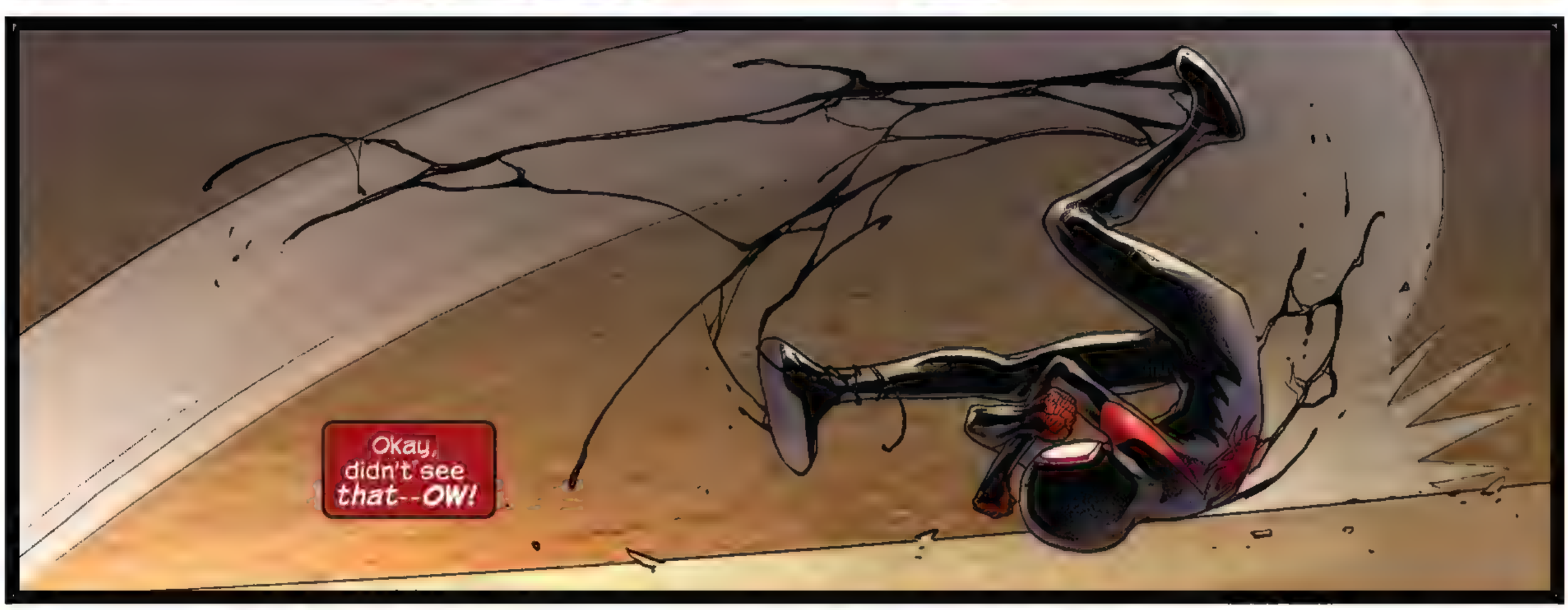
SPACK

Whoa!

Gaargh!

NYPD

NO!


Okay, didn't see that--OW!

Boone
Headhe

Okay, maybe it's time we tried a little Venom blast.

ZWAATTTT

I have to stop forgetting I can do that.

Got to get back and help my mom before--

Agh!

Ev-everybody freeze!!

DOWN ON THE GROUND!!

NYPD

We need backup!!

Dispatch, do you read??!!!

BAM BAM BAM BAM BAM BAM BAM

BAM

BAM BAM BAM

Shooting??!! Just wait a sec and see if my venom blast does anything.

Come here so I can--wait--

What--

What did you just--

NO!

Jeez

Louise

Oh no.

NYPD

No, no no no...

He's pouring into the sewer, maybe...is he dead? What was that thing?

He's getting away.

On the ground.

He's getting away!! Help me get it out of the--

Dad.

N.Y.

ANCE

F.D.

On the ground!!

On the ground--now!!

SPSSSHOOO

PSSHOOO

You *lost* him!

I lost him!

I think I see him!

Do *not* fire!!

I think I *see* him!!

You are *not* firing at a civilian apartment building!!

I'm going to need you to step away from the body, ma'am.

What's his name? Do you know his name?

He--he--his breathing--

Je-je-je- Jefferson.

F.D.N.Y. AMBULANCE

Jefferson!!

Can you *hear me,* Jefferson?!

Jefferson?!

Oh man.

Okay, patient unresponsive, breathing irregularly at a rate of 2/min--

Call Brooklyn medical and tell them we are on our way.

Pinpoint pupils.

SpO2 of 86% on 2L.

No. Nonono...

Are you related to him, ma'am?

His wife. I'm his wife.

You can ride along *with* us.

Get ALS rolling.

We should wait till we get to the hospital.

We might not have time.

Ganke, I told you to go home.

I--

Where's Miles?

I--you-- you told him to stay in the house.

I'm right here, mom.

Dad?

Severe, blunt head trauma.

Apenic oxygenation.

Dude, ETCO2 tells you nothing about oxygenation.

I don't like the way he fell.

Spider-Man slapped him?

We'll get the statement on the way.

Do we really *need* another Spider-Man?

Go. Go home with Ganke.

I'm coming with you.

Listen to my words.

Mom, I--

You *listen!!*

Watch your step, ma'am.
F.D.
MBU
EEP
F.D.N.Y.
AMBULANCE
7
F.D. N.Y.
AMBULANCE
Whoa, hey...
It's-- it's my fault.

VENOM WAR

ULTIMATE COMICS SPIDER-MAN #21

Brooklyn.

CAFE

Uggghh!

May I help you?

Fi-nally!

I'll have the biggest hot chocolate that exists on the *planet*.

I don't care if you have to go back there and get a bucket full of--

Mary Jane Watson?

Hey, Gwen.

You *work* here?

Kinda.

Hey, a job is a job.

You look good.

How come you don't ever call me back?

Did you call?

Like, *weeks* ago but after you never called me back I kinda got the hint.

I've been busy.

Can we not do this here?

Are you *mad* at me?

Is it about Peter, because--?

I really don't want to...

Oh no.

TURN ON THE SOUND!!

I don't know how.

Dave?

We have *customers*, Ms. Watson.

LOCAL HERO BEATEN IN FRONT OF FAMILY

Oh man, is that--?

That *is* him, isn't it?

That thing attacked him at his home?

You have *a line!!*

Ugh!!

That kid has *no idea* what he's doing.

I'm going to go *help* him.

Where are you going?

Hello?? Miss Watson??

I'm not paying you to stare off into space!!

You're barely paying me anyhow.

Wait up!!

What do we got?!
African-American male. Thirty-thirty five years old!!
Car accident?
Spider-Man.
Spider-Man did this??
Spider-Man was fighting some kind of *monster* and this guy got in the way!!
Jefferson??
Lord, I *hate* this city!!
Take him into room six.
We're going to need to check him for radiation and--
Radiation?
You said monster. Well, monsters don't grow on trees.
We have a protocol for this.
We *do??*
Get room six prepped and I want X-Rays five minutes ago!!
Spider-Man?
I thought he died!

Morales Apartment.
Brooklyn, NY.

NYPD

Detective Hill, good.

We need you over here.

Is Spider-Man still around?

No, ma'am.

That monstery goo thing he was fighting?

Oh no. He--it disappeared.

Is anyone in pursuit?

Ma'am?

Pursuit. Where you chase after the bad guys.

It didn't exactly go down the way you--

Eyewitnesses?

A bunch of us on the job and we rounded up the civies over there.

Miles?

POLICE LINE - DO NOT CROSS

I don't see how this could possibly be your fault, Miles.

You don't see how a big Spider-Man villain showing up at my *front door* and beating my dad into *the hospital* could possibly be *my* fault?

(Man, I can't stop shaking...)

How did whatever that was know to come *here*?

I don't know.

What *is* that thing anyhow?

Ganke, I don't know.

Oh, hey, I found some YouTube footage of it, I think.

From just now?

No. No. From the Peter Parker, uh, era.

It's not very clear. It's kind of dark....

...but that's kinda the same thing, yeah?

With great power comes great responsibility.

What?

It's what Peter Parker used to say.

It's *why* he was Spider-Man.

But a day like this...I think it's the reason I'm *not* supposed to be Spider-Man!

This isn't your fault.

Instead of fighting that--that thing--I should have grabbed my mom and dad and swung them away from here and *saved* them.

Instead, I got into a fight that I had *no idea* if I could win or lose and *my dad*--!!

If you would've ran away with your mom and dad that thing would've *chased* you.

How is *that* a better plan??

You got that thing away from your parents as best you--

I'm going to the hospital!

Your mom told you *not* to.

Ganke, I know you're trying to *help* but--

There's nothing you can do there.

Maybe there is.

Hey, come on...remember when my dad died?

Remember how much help we were?

All they do at the hospital is tell you to *stay out of the way.*

And that doesn't mean your dad's gonna *die*, I'm just saying that we've been here before... we *know* what happens.

The best thing you can do is find out what this was and why they did it and how they know who you are...

...and shut it *down* before it happens again.

How?

I think we can help.

But first let's all get off the street.

This isn't the kind of conversation you have in public.

In front of the police.

Yeah, that too.

PUNK!

Uh... what *is* this?

Wow. Okay.

Gwen Stacy and Mary Jane Watson...

This is my best friend, Ganke Lee.

Uh...

uh...

S'up.

What are you *doing* here?

We saw it on TV.

We came right over.

How can you help?

I know a thing or two about a thing or two.

Follow me.

Gyyaaagghh!!!!

Hurraaaaagghh!!!

Whoa!

What was that?

HURRAAAGH!

Hello?

What are you doing?

Someone is hurt down there.

Yeah... that doesn't sound like a person.

OOaaagghh!!

Are you okay?

Dude! Are you insane? Let's go.

You need me to call someone?

Oh my God!!

Oh no!!

Ho! Hey!!

HELP!!

Aaggee!

No.

Nyyaagghh!!

Oh God!

Oh God!!

BEEP BOOP BOOP

911 emergency.

"What is it?

"Where did it come from?"

"Peter Parker called it the Venom."

Peter Parker's father was working on a cure for cancer and he accidentally created it.
What?
Wow.
Yes.
Peter Parker has a father?
Everybody has a father. He died when Peter was a kid.
And he created *that* monster?
No.
He created a cure for cancer that *someone else* turned into this monster.
Peter's father would *never* let them use it for, like, the military or anything like that.
It *might* have been what got Peter's dad killed.
Do you know what a symbiote is?
Ever hear the word?
No.
That's what *that* thing is. It's a parasite.
It needs a host--a body to become what it is.
No host. No monster.
But with a host...
Well, you saw it.
Where did it come from and why was it here?
Obviously it thinks this is where Spider-Man lives.
And obviously it's right.
But he didn't attack *me*.
He attacked my father.
Maybe he thinks *your father* is Spider-Man.
My father is in the hospital.
Well, I think Venom maybe knows now that your father maybe *isn't Spider-Man*.
How do *you* know so much about all this?
You have to tell him...

I used to be one.

I'm sorry, what?

I was killed by one of those.

You died?

I did. I was killed by something just like this.

It took in my--my life juices...

(That sounds gross.)

My genetic whatever and I was part of it.

I was a-a monster.

But then, thanks to Peter, thanks to a lot of things...

I was separated from it.

The part of it that was me got to be me again.

And here I am.

Now, I don't remember much of what I'm telling you.

I'm just repeating what Peter Parker told me.

She *was* dead.

This is an insane miracle.

I got a second chance.

A lot of people who came in contact with this thing were not so lucky.

So I'm telling you...

This fight you had tonight, with this thing...

It could have gone a lot worse.

What does it want from me?

Forget that...what is death like?

Infinite nothingness.

I knew it.

This *Venom* has a deep-rooted DNA genetic connection to the Parker bloodline.

It was originally created from Peter's father's DNA.

It literally stalked and hunted Peter once he...it realized who Peter was.

Now with Peter gone, it may just be looking for *you* because, like him, *you* became Spider-Man.

So whatever was special about Peter Parker genetically... you might have the same thing.

You were bit by a spider too.

Yeah...

Just like Peter...

Yeah.

Peter was bit by a spider that was being genetically experimented on at--

Oscorp.

That's right.

That's where-- that's where the spider that bit me came from.

Now look at this!

This *just* happened. Like, yesterday.

Someone broke into the long abandoned Oscorp laboratories and *destroyed it.*

Blew it all up.

DAILY BUGLE

Oscorp's main facility destroyed

The exact same lab where Peter got bit by the spider.

I know. I was there when he got bit.

She was there.

You guys are freaking me out.

I'm having a good time.

Excuse me?

What is going on here exactly?

Wait, whoa, uh, you can't just come in here.

Get out of here before we call the--

I know you.

I am the detective working on your uncle's death case.

And now here I am again, Miles, because *your father* was attacked in *another Spider-Man* situation.

Wait, whoa, you can't just come in here.

You need a warrant. You need probable cause.

I love when *Law and Order* has a marathon and everyone thinks they know the--

Gwen Stacy. That's right.

Captain John Stacy was your dad.

My *dad* was a cop, genius.

Yeah.

My condolences. What happened to him I wouldn't wish on--

Yeah, great. You should leave.

I would but I can't help but wonder...

Peter Parker's ex-girlfriend and the girl who now lives in his house are here pow-wowing with ***these*** little boys all the way out here in ***Brooklyn.***

Please-- please leave my house.

You're in a lot of trouble, young man.

This thing that you fought tonight...

Two days ago, a reporter from the Daily Bugle, the paper where Peter Parker used to work...

She says she found out who the new Spider-Man really is.

Except she was murdered in her home.

Violently.

Traces of this ***goo monster*** all over her house.

Your uncle is dead, your father is in intensive care and murdering monsters are showing up on your front door.

Whatever you and your little pals here are up to, whatever you know...

I can't help you unless you let me.

Anything you want to share with me before someone ***else*** gets hurt... or worse?

S-someone was killed? For real?

We don't know *what* you're talking about and we don't have anything to say to you.

And my tablet takes great HD movies.

I'm making a movie right now of a police detective ***breaking and entering*** a private home and threatening minor children.

This isn't a game.

People are being hurt.

People are dying.

That was nuts.

Kid, you were going to tell her what we know?

She's the police!

She could be *the Venom* for all we know.

Oh, yeah.

You all right, kid?

"What are you going to do?"

Rio Morales?

Me!!

Me. That's me.

Come with me, please.

Is he okay?

The doctor will talk to you about--

Just tell me if he is okay!

Ma'am, I-- it's not my place.

Please tell me he's okay.

Aagghh!!

Holy!!

What the @#$@$@!!??

VENOM WAR

ULTIMATE COMICS SPIDER-MAN #22

Mörales Apartment.
Brooklyn, New York.

Dude, that cop totally knows you're Spider-Man.

What are you going to do?

You can't let her think you're Spider-Man.

She already thinks it, Gwen. There's not much he can do.

He didn't deny it, MJ. He just stared at her.

This was the mistake Peter Parker made.

Too many people ended up knowing who he was.

Too many people knew and eventually the wrong person finds out.

Who knows what kind of person she is?

What are you going to do?

Hey!!
You, lady!
Is there something you want to tell me?
You're wrong.
I'm not who you think I am.
Then I'm wrong.
Except I'm not.
There is a monster killing people out on the street!!
And--and-- and you walk into my house and accuse me--
You want me to what? To prove it?
I'm a police detective and I used to be an agent of S.H.I.E.L.D.!
How long you think it will take me to frisk you and find your mask?
You--you can't just...
I know you're hurting. I know you're upset.
I know you don't know what's going on here so let me give you some advice--
We gotta 616!!
We have 616!! 616 at Brooklyn General!!
What is it??
NYPD
That thing-- that thing that was *here* went *there*!!
That thing is tearing up the hospital *right now*!!
They called it in!!
All units.
Is that-- is that where they took my father?
You'll get there faster than we will.

Kid!

Listen to me, don't fight him head-on!!

You grab as many civilians and sick people as you can and you get the hell away from that thing.

I'll call *S.H.I.E.L.D.!!* I'll get the *Ultimates!!*

GO!!

What's happening??

Oh my God!

Brooklyn General.

Where is he??!!

Where is my beloved Spider-Man?!

I've got you!

What is happening??!! Is it terrorists??

His name is Jefferson!! Where is he?!

Ggkkss!!

Oh lordy!!

What is happening??

I don't know!!

Turn off the lights!!

Why's everyone yelling?? I don't like yelling!!

Where is my Spider-Man??!!

I will spare you all your pain just give me my Spider-Man!!

Spider-Man.

Aaggh!!
BAM
Oh please!!
This is what you want?!
This blood is on your hands!!
Agh!
Aiaafkk!
Take the patients!! Get them out of here!!
Where are the police?!
His name is Jefferson Davis!!
He's nothing to you!!
He's everything to me!! He's mine!!
Give him to me and I'll leave you to die in peace!!
He's-- that thing out there is talking about this man...
Call the police and turn off the light!!
Give me my Spider-Man and I'll give you your life!!
Give me my-!!
AAAAAARGGGHHHHHHHH!!

WHAM

ZZAATT

ZZAATT

WHAM

ZZAATT

SMACK

Huarfrghh!

I hit him with all of the Venom blast I have.

What does it take to knock this--??

Nyaaarrghh!

There you go.

Come on, you coward!! Show me who you really are!! Show me--

SMACK

Aghh!

OW.

Ggsskk!

Now I understand!! I had the wrong one!! I didn't see that you were just a boy!!

Gskk!

you'll have to forgive me. I haven't been thinking clearly...

BAM BAM BAM BAM

I haven't been myself! I'm not right. But I think that's about to--

Nyaaagghh!!

BAM BAM BAM

Get your hands off him!!

CRASH

Mom!

Get out of here!!

Are you crazy?? Get out!!

Get out of here beforRRRMMM!!

Feeeedd!

CLICK CLICK CLICK

No...

I know now!

The answer to all my future is inside you.

Neeeed it.

yyeeeeeeee!!

NOOO!

And what to do with you?

your son?

Please, I beg you...

I'll do whatever you want...

Please give me back my son.

Your family has caused me a lot of trouble!!

You have no idea what I have done to get to--

What I--

NO!

Nnooo!!

Nrrraaagghh!!

Naaarrrgghh!!

Police!!

DOWN NOW!!

BAM BAM BAM BAM BAM BAM BAM

Aaaliee!!

BAM BAM BAM BAM BAM BAM BAM BAM BAM BAM BAM

New York PD!!

If you can hear my voice, evacuate this building immediately!!

Who is this guy?

I have no idea.

What the--

BAM BAM BAM BAM BAM BAM BAM BAM BAM BAM BAM BAM BAM

SPLAT

SPLAT

SPLAT

Come on, let's get out of--

A doctor!! I need a doctor!!

Look at you.

Look what you can do.

Baby, don't ever let him know.

Don't ever let your father--

Oh no.

We need to evacuate the entire hospital.

This is a lethal chemical hazard, people.

Everyone get away from anything that looks like--

Come on, this way!

How do you know?

Because everyone is running the other way.

No!!

You're going the wrong way!!

You need to get out of this hospital immediately!!

His name was Dr. Conrad Marcus.

Reports are already coming in that this divorced doctor of biochemistry is, or I should say was, on staff at the research and development division of the Roxxon Corporation.

We are still waiting for official word from Roxxon as to what they know about this man and how this has all come to pass...

ROXXON industries

Was Marcus' violent mutation some sort of experiment or accident gone wrong?

Police have yet to officially confirm that Marcus is responsible for the numerous deaths associated with this "Venom monster."

Police are downplaying reports that this new Spider-Man personally knew...

You will inform the media that the Roxxon Corporation is working with authorities in all capacities so that this terrible tragedy can be put behind us.

Mr. Roxxon, a--are we working with-- I mean--

With police?

What we are doing is making sure that no one can connect what happened tonight to what's happening here.

What we are doing is waiting until this all blows over and then we will find out exactly what this @#$@# Marcus was doing with the symbiote in the first place.

What we are going to do is wait until no one is watching us... and when I give the word I want to find out how Spider-Man ***became*** Spider-Man and why ***we can't figure out how to make a Spider-Man for ourselves!!***

Spider-Man.

Mm.

Mom?

Oh, uh...

Hey, buddy...

No more!
NO MORE!!
NO MORE!!
No more!!
No more!!

SPIDER-MAN NOIR

ULTIMATE COMICS SPIDER-MAN #23

ONE YEAR LATER

Miles Morales.

You're doing it again?

I'm here.

You were everywhere *but* here. I *saw* you.

I was *thinking* nice things.

Uh-huh.

Hey...

Hey...

I'd kiss you right now.

We've already been warned.

That's why I'm not.

Five times.

Also, Ganke's here.

Hi, Ganke.

I couldn't get it!

I'm sorry, dude.

Couldn't get what?

Don't ask.

I really want to know.

Katie, I promise you, you really don't.

The line was *three hours long!!*

Tickets?

It's limited-edition.

I'll *never* get my hands on it now.

What *is it?*

Dude, are you okay?

Just let it happen.

Is this *serious?*

It is to him.

Why do they even *do* limited editions?

I'LL TELL YOU WHY! TO TORTURE ME!

Is this a *sports* thing?

Legos.

Legos?

You know, Legos.
Legos, the little--Legos the toy?
Yes.
The little bricks?
It's a limited edition.
Legos.
It was the Triskelion with President Captain America being sworn in limited edition--
Edition. Yeah.
YES!!
I'm sorry.
Thank you!
So, uh, I'm going to go to my room and, let's say, e-mail my parents.
Yeah, okay.
See you after dinner.
Sure.
I ask for so little.
I think I'm going to tell her.
Tell her you love her?
What? No.
You haven't told Katie Bishop you love her yet?
No.
Girls like when you *tell* them.
Oh yeah?
She would.
You know what girls like to hear all of a sudden?
Sure.
This from the man who just chased *another* girl from our table crying over Legos.
That's not why she left. She had to e-mail--
Dude.
She had to go--
I *promise* you I don't know what girls want from us but I know they don't want to hear about you and the Legos.
The right girl will.
Wait, *what* were you going to tell her?

About, you know, who I was.

Whoa! Wait! Why would you do that?

Because I feel like it's part of my past and it's big and I don't like keeping it from her.

Huge mistake.

No, it's--

Huge.

Everyone told you, you *don't* tell your girlfriend you're a super hero.

Peter Parker *himself* told you.

All you do, at the end of the day, all you do is put them in *danger*.

But I'm not... *that person* anymore so--

You *are.*

You're just on a break.

I hate when you say that.

I hate when *you* say *that.*

And I'm right.

I'm really-- I need you to *respect* it.

I *do.*

I haven't said a peep in forever. *You* brought it up.

And I'm telling you I'm done.

I'm saying *that* is impossible.

We'll see.

Yo man, you're bummin' me out.

We *will* see.

We'll see *nothing.*

Jdrew:

Are you NOT coming?

Uh-oh.
Who is it?
It's, ugh!! It's Jessica Drew.
Who is *that?*
Spider-Woman.
She just texted you?? Right now while we were just talking about--??
I was supposed to meet her.
Now?
Yeah.
Why?
She probably wants to have the same damn conversation *we* just did.
And you blew her off?
I didn't mean to. I forgot.
Uh-huh.
You blew her off because subconsciously *you know* she will convince you *it's time.*
Dude, don't!
See you in the room.
Oh hey! See if she can get me the limited edi--
Not going to happen.

MILES:

I'm so sorry.

Jdrew:

Don't make me come down there.

MILES:

Where r u now?

Jdrew:

up.

MILES:

I don't do up.

Jdrew:

you come up here or I come down there.

You forgot?

I did.

You thought I would just *go away?*

I really did forget.

Whatever.

Here.

What is it?

A present.

I don't want it.

It was *made* for you.

I appreciate that but I don't *want* it.

You're being rude.

I don't *want* it.

You're walking away?

I didn't know that's what *this* was.

Of course you did.

You need to respect me.

And you need to respect that with great power comes great responsibility!!

Yeah, responsibility!! To my family. To myself.

I think your mother would--

What?

What about my mother?

I think she was proud of you. I think--

Don't come around here no more.

Okay, I'm sorry, I didn't--

No more!

Dad?

There he is.

How's work?

It was work? You home for dinner?

Sure.

Does the school know where you are?

Yeah, sure.

Go wash up. We'll order in Chinese.

Let's, uh, let's go out.

We can go out. Give me a few minutes.

Miles

A doctor!! I need a doctor!!

Look at you.

Look what you can do.

A year is a long time. How many people could you have saved?

You fall off a horse, you get back on.

You ready?

Almost.

I could go for some Chinese.

Let's find a place we've never been before.

So I heard from the lawyer.
You wanna cab it?
No. I'm supposed to walk whenever I can.
What did the lawyer say?
The police department isn't going to just settle.
Did we think they would?
Our lawyer thinks they eventually will.
They're going to write a check.
Like, for how much?

When this is done, college is paid for.
No way. I don't know if--
You're gonna tell me your mom wouldn't want that money going to your college education?
I just--
And we can take a trip. In style.

And a trip? How much are we getting?
A cop accidently *shot* your mom while she was trying to help save sick people?
They're paying.
No one wants to see you or me on the stand.
Gimpy and sad eyes.
Which one am I?

We *should* take a trip.
Get out of this crazy city. Go see something.
Let's try there.
LUCKY CHANG'S

I mean, hell, we could just move.
Move where?
Out of this city. We could move to England!
Move to England?
Or Hawaii.

Welcome, welcome. Sit, sit.
I don't want to move.
I--I got stuff going on here.

That *girl*.
And, you know, other stuff.
I get a call from school, they catch you guys mackin' on each other every five minutes.
Mackin'?
You know what mackin' is.

She's-- it's not like that. She's cool. She's insanely cool.
Good to hear.
For a while there I thought you and the Gankster had a thing going.

What?
Frankly, your mother thought that years before--
Mom thought that Ganke and I were... *together?*
Nothing wrong with--
Ew.
Can I take your order?

Oh, uh...
um...
hey.
Hi.
You know each other?
Yeah, uh, where do we know each other from?
School.
I'm Jefferson.
Gwen.
What's good?
Uh, the duck.
Okay, duck for me.
He wants pot stickers and shrimp fried rice.
Something to drink?
Water.
What's the deal there?
No deal.
You'll excuse me.
Oh, yeah.
Yeah, you're the kid that-- uh, can I take your order?
You got Rolson?
I'll see.

Kid's got play all of a sudden.

Hey...

Gwen Stacy? You work here?

It's just good to see you. You stopped texting.

Sorry, sorry.

Yeah, um...

I just.

No, I get it. I do.

You're getting tall.

Taller.

Am I?

You okay? Your dad looks good.

Don't--don't say anything about anything.

Hey, come on, please. Like I didn't know not to say anything about anything.

Hey, listen, just--

I went through this too.

I lost my *dad.*

Spider-Man-related and everything.

I'm okay.

No, Miles, anyone can see that you're not.

And you, honestly you never will be. Not really.

This is going to be part of you forever.

I just wanted to say, don't hold it all in.

You can call me to talk about it or anything.

Okay? We're part of, like, this club.

Yeah, okay...

Everything okay?
Yeah. She's just--
You want to go?
Kinda, yeah.
Okay.
Okay?
Sure.
You "sure" sure?
We'll go.
Hey, miss, we have to go, actually.
You know what? I didn't see the time.
We'll have to cancel the order.
Really?
We cook for you.
We have to go.
What did you do?
She didn't do anything. It's the time.
Ah!
Miles?

Oof!

Oww!

DAD!!

I'm okay!!

Are you *sure??*

What the hell *happened??*

Get away from the door!

I just want to--

Whoa!

Oh, it looks like you're going to have to do better than that, little Chica!!

The name is **BOMBSHELL!!**

Oh, good for you.

We're **CLOAK AND DAGGER** and we are about to *ruin you!!*

SPIDER-MAN NOIR

ULTIMATE COMICS SPIDER-MAN #24

Ming's Chinese-American Restaurant, Brooklyn. Now.

CLOAK AND DAGGER VS BOMBSHELL

You're *under arrest, Bombshell!!!*

You can't arrest her, Dagger.

You know what I mean.

But you can't arrest--

She's the bad guy.

We're not cops.

What the swear word is it with you two?!

Good question.

I haven't seen or heard a super-powered anything since I gave up being Spider-Man and now I get *three*?!

Right up in my face??

And I have no idea who the good guys or the bad guys are on this one--

Gwen, get away from the window.

Don't look at me.

What is this, Miles?

Ganke would know.

He probably follows them on Twitter.

Who are they?

ONE YEAR AGO

Westwood Mall, Queens.

Food Court

BURP-GERS

GEN. CHO'S

Chick-Chick-Chick'n

Oh my God!!

How long does it take to get french fries and a bottle of water?!

I'm sorry.

Th-they had to reboot the fryer so--

UGHH!!

I'm the assistant manager. Can I help you?

Yeah, I'm actually *dying* of old age waiting for some fries and a water.

Oh, okay, here we go. Sorry for the-- hey...

I know you.

Yeah... I know you, too.

Where do I--?

You were at the national student council Hamptons' weekend.

I was.

You're student council president of Midtown High. The Spider-Man high school.

I am.

And we, uh, we don't really call it that.

Tandy. Tandy, right?

I'm student council president of Forest Hills High School.

Ty Johnson.

ASS'STANT MANAGER

Hi.

Tandy Bowen.

SIX MONTHS AGO

Prom Night.

Look at you.

Look at *me?*

Look at you.

I've never worn white before. I feel weird.

You're nuts. Get in.

Oh my God, Ty!!

This is *insane!*

Not bad, huh?

Can I tell you something?

You're not going to mention I got a limo?

Shut up and listen.

I-I never thought--

In my *life* I never thought I'd ever go to prom.

In fact, I resigned myself to the idea: there are people who get to go to--

You didn't think I was gonna ask you to your prom?

No. I'm saying *before* we met--

Before we met I never thought I would ever meet anybody that I--I felt this way about.

And I never thought I--I would feel--I just want you to know that this...

What you did here tonight...

You don't think I *knew* this?

I knew this was important to you.

Of *course* I was going to go all out.

And I'm saying--oh crap--if I cry I'll mess up my makeup.

Hey.

Tonight is important to me too.

You don't like stuff like this.

I like making you happy and I've never had a chance to make you *this* happy.

I would totally marry you right now.

Wow. Then I'm really glad I splurged--

For the--

DAILY BUGLE

PROM NIGHTMARE

Two New York City school class presidents lie in a coma after near fatal hit and run disaster.

page 4

High school seniors, Tandy Bowen and Tyrone Johnson were struck in a rented limo by a speeding delivery truck. The driver, Simon Marshall, was killed instantly. Both happen to be high school class presidents from competing neighborhood schools. The two were on their way to prom where they were both expected to...

Now.

Holy!!

Ho!!

Aaggh what the hell??

Miles! Are you okay?

My restaurant!!

Not my fault. Sorry.

Whoa!

Have you ever met these--?

Don't.

I'm whispering.

Shut up, Gwen Stacy!!

I've gone this long without my anti-super-hero father finding out I was Spider-Man.

I don't need you mouthing off in front of him.

We have to get out of here!

I'm not going to let him find out *NOW* especially when I'm not even Spider-Man anymore!!

I'll distract your father and you go--

Shut up.

Look at you!!

One a'me and two a'you and *look at you!!*

And just for the record, you guys *started this!!*

Now I don't know how you knew who I am or what I can do, but--and this is a big but--

You're--

Uh...

Wh-what are you--?

What is--

Oh God!

Cloak, *let her go!!*

Not yet.

I said *let her go!*

Miles, boy, let's go!!

Are you hurt?

Let her go.

Not yet.

What do you think you're doing?

I *know* what I'm doing. She's going to stop running and fighting and she's--

No, you don't.

Stop it.

This was *your* idea.

Settle *down.*

Let her go or *you'll kill her!!*

WHO ARE YOU PEOPLE?!

I've seen weird.

And this is *really* weird.

Come on!

Who are these people?

I don't know!!

THREE MONTHS AGO

Midtown Hospital.

That they get to share a room.

It's kind of sweet.

Why are they in the *same* room?

Oh, you know, Nathaniel, it's that holistic healing horse crap...

Probably one of their mothers thinks their spirits might somehow wake each other up or--

My mother was into that kind of thing. All the good it did her.

And no one will notice they're not here anymore while we experiment on them?

Dr. Layla Miller

Nathaniel Essex

Dr. Samuel Sterns

Dr. Arnim Zola III

Well, that is both sad and sweet.

You rarely find things that are both.

They're half dead, Layla, what are you talking about?

Thanks to a generous donation by the Roxxon Foundation...they are going to be declared *dead* soon.

And then they are *ours* to play with.

And the families won't come looking?

They are going to be cremated "accidently" by the hospital staff.

That is grim.

Hell, Dr. Zola, everyone thinks *we're* dead, and I, for one, found it all very freeing.

It has made our work as the Roxxon Brain Trust all the more--

Freeing.

Yes.

You said it was time to get back to human testing...

God saw fit to provide.

NOW.

Hhaaa!

Take that!

"Hey, I'll distract your dad..."

How did-- agh!

It felt like a knife right through me but it's just... gone.

Not anymore.

Aiee!

Come on!!

Ow!

Aargh!

"...go out the back!!"

Miles!!

Go, dad...

This way.

Oh, I'm ruined!!

I'm just ruined!!

What the hell are you talking about?

You're Spider-Man.

No?

I don't do that anymore.

...You suit up and shut that whole thing down.

No. Let's help your--

SLAP

Miles?!

Peter Parker died!!

My *father* died *just* like your mother did.

You don't know what to do? You get up.

You *get up!!*

You get up.

Yipes!

BOOM

Light lady and shadow dude...

Okay, whatever this is... I'm out.

I donaaaaa--

--aaaaaaah!!!

We should go.

The police.

What are you doing?!

She's going to explode out of you.

No. I have it now.

Oh, *do* you?

We are not violent people and we are smarter than this.

Well, I didn't know she could explode.

We knew she could do *something*.

She's not going to talk to us. Let her go.

She will. She has to.

I'm still not used to any of this.

I really don't think we ever will be.

Why- *why* did this happen to us?

I'm working on it.

THREE DAYS AGO

Roxxon Laboratories.

I have moved *heaven and earth* for you.

And in return, I expect heaven and earth moved *for me.*

I have supplied you with everything money can buy...

I have supplied you with *human guinea pigs* from all walks of life...

And I *still* don't have anything that resembles anything close to what Norman Osborn was able to create with a *spider.*

Do you know what dark matter is, Mr. Roxxon?

It's *anti-*matter?

Close.

It's an element of the universe that humans have yet to discover a purpose for.

Dr. Sterns here has a very cogent theory that the human form can contain and control it.

That and many *other* things.

We are a vessel half full.

And that's what I am about to prove.

Initiate phase 1 protocols.

Everyone at your stations.

Please make sure that all sensors and recording devices are *on* and calibrated.

Right now? This is happening right now?

That's what we called you in for, boss.

Really? *Right* now?

You have moved heaven and earth for us... it's the least we can do.

Process A engaged.

What are you injecting into the--?

Is--is-- is *that* dark matter?

It is a catalyst compound.

Vital signs are stable, Zola.

I think we are a go for Process B.

We already *have* dark matter inside of us.

Everything does. All things do.

It's the thing in between the things that make us *us.*

So is the *theory...*

You see...and I mean no offense, Mr. Roxxon, but the problem with your experiments up until now is that you keep trying to duplicate what Norman *Osborn* did.

What Norman Osborn created with his fractured Oz formula...

What the Parkers created with the symbiotes years ago...

Why would you try to duplicate failure?

Spider-Man was Osborn's penicillin, his accident...

But what it did show us, inarguably, was that there are energies inside all of us.

Untapped potential.

Things we can't even perceive yet.

Um, I think we have a--

Uh-oh.

Agh!

Aaaiiee!!

They're awake!!

That's fascinating.

Is that bad?

It's fascinating. Don't be so quick to--

AAAAAGGGGGGH!

AIIIIIIIIIEEAA!!

All stations!!

Get out of there!!!

Get out of there now!!!!

Now.

No more.

Please...

SPIDER-MAN NO MORE

ULTIMATE COMICS SPIDER-MAN #25

The Home of Peter Parker.
Queens, New York.

Gwen??

Revoort Realty
FOR SALE
Alison Blaire realtor

Gwen Stacy, why are you home so early?

Shouldn't you be at work?

Did you get fired?

No more work.

No.

It's just that my work isn't there anymore.

The restaurant closed?

More like: random super-powered crazy people smashed it up, so it's not so much a restaurant anymore as it is a big pile of glass and rubble.

Goodness. Are you okay?

I'm losing faith in humanity, but other than that...

What happened?

You remember Miles Morales?

Do I remember the little boy with spider powers?

Of *course* I remember the little boy with spider powers.

Did you see him?

He came into the restaurant with his father.

And *he* destroyed the restaurant?

No.

No, he didn't do a thing.

He didn't help anybody. He didn't even try.

Gwen, he's just a boy--

We?

We-- we needed him, and he--

You and I!

We needed him to--?

To be Spider-Man.
Yes!!
Someone needs to be Spider-Man, and it's him.
He was our second chance.
We--we-- we opened our hearts to him...
What did you say to him?
I slapped him in the face and called him a coward.
Oh, Gwen...
Right in the face.
And was it the best way to get good work out of good people?
It seemed so at the time.
Not everybody's cut out for such a dramatic life.
Maybe we should just let the boy grow up and decide what he wants to be.
Yeah, sure...

Miles?

What are you thinking?

I'm sorry, Katie.

I keep spacing out.

Something you want to talk about?

Oh, no.

No.

No? No as in it's not something you want to talk about, or it's not something you want to talk about with *me*?

I'm just--

I'm trying to-- I don't know.

What?

What did you get for problem number three?

Um, yeah, number three?

Let's see...

Oh my God!
Are you and Ganke not talking?
Don't worry about it.
Don't *worry* about it?
That's like a sign that the world's coming to an end.
How are you living in the same dorm room and not talking to each other?
I'm talking to him...he's just not talking to me.
What did you do?
Nothing.
Miles...
Is it me?
Is what you?
Is he mad about you and me?
No.
Why would he be mad about--
Because, you know...
It's-- it's *his* thing.
It's a dude thing. Let him work it out.
Know what?

You know he has kind of a thing for you, right?

What??

I thought you knew that...

Knew what?

That Ganke kinda sorta has a--

Don't even.

It's okay.

It's not--

No.

He's my bro.

Well, he sure hopped off like a jilted--

No.

We'll see.

I--listen--I *know* why he's mad...

Okay, then *why* is he mad at you?

"You *know* why I'm mad!!"

Because you're being selfish and--and a coward, and I've *had it!!*

Hey!

Miles, I mean it!

I found out what happened at the Chinese restaurant.

What?

You had a perfect opportunity to get in there and *do the right thing*...and you *ran away??*

Who told you that??

Gwen Stacy *texted* me.

Yeah...

You ran away.

To *help* my *father!*

The way she tells it, your father was already safe.

You *really* don't understand what's going *on* here?

You really don't get that I *lost my mother!!*

Okay??!!

SHE'S DEAD!!

And what was the last thing she said to you?
Was it: Don't be Spider-Man anymore?
No.
You told me she was *proud* of you.
Lots of people die, Miles.
And *you* are Spider-Man.
You need to help the ones that aren't dead.
You needed some time to shake it off, sure, but that time has *waaaaay* passed.
It's been *a year!!*
Think of all the good you could have done!
She died *because* of Spider-Man. My father will *never* be the--
You didn't kill her.
It wasn't even that big, giant, scary monster Spider-Man villain you were fighting...
It was a bullet.
A stray *police bullet* killed her.
I'm saying when you remember that day... maybe focus on all of the people whose lives *you saved* that night.
Including the life of your father.
You don't understand how this feels.
It must feel like an insanely big burden.
Yes!
Like a giant responsibility.
It is.
That comes with the great power...
I know what you're doing.
I *know* you know what *I'm* doing.
What are *you* doing?
Everyone's *pushing me!!*
Because everyone *believes* in you.
Pushing me and *pushing* me!!
Miles!
YOU DON'T UNDERSTAND!!
DAILY
YSTERY POWER TEENAGERS
RANSACK BOROUGH
EFRESH FOR DETAILS
I understand everything.
Except I don't get how-- how--don't you even *care* where these new super-powered kids *came* from?

One Week Ago.
Roxxon Secret Laboratories.

Ty?

Ty, is--that you?

What's happened to us?

Something's really wrong...

We were-- I think we were in an accident.

We were in the limo...we were going to prom.

Am I glowing?

Fiiiinally...

Agh! Who are you?

Where are we?

What's wrong with me? Why'm I so cold...

You have no idea how frustrating it is to look at a life's work and have nothing to show for it.

Until today.

Tandy, Ty, welcome to the new you...

Congratulations, you magnificent, lucky, beautiful--

You did this to us?

Who *are* you?

Literally millions and millions of dollars have been spent to make this happen.

You were dead, and *we* brought you back to life.

You were nothing, and now *look* at you.

But *show* me!!

Show me what you are!!

What the--??

Who are you??!!

I'm your father!

You've been reborn!!

What did you *do to us??!!*

Why??

Aaggh!! Black matter conversion.

I am loving what I am seeing-- *arghh!!*

NO!!

Nyaagghh!!

What did you just *do??!!*

I-I don't know.

Where is my mother???!!

Some sort of ÷coff÷ psionic light energy projectile.

Nnn...

Don't you hear me?! *Psionic light* energy!

But, the question is, are you *creating* it yourself, or *pulling* it from another source?

Powerful, powerful stuff.

Together, you have control over darkness and light.

AGAIN!

I must be having some sort of psychotic break or--

This is real.

Or we're both--

Well, then, I want to go home!

Where *are* we??

Doctor Miller, tell me you're recording this!!

We *have* our next breakthrough!!

Aagghh!!

AAGGH!!

Ty, what are you *doing*??

We can't be here!

Um...

You lost the patients, Doctor.

MER HEATWAVE
y not move north?
PAGE 3

DAILY BUGLE

MYSTERY POWER TEENAGERS RANSACK BOROUGH

see page 2

FORTUNE COOKIES
Not actually from Asia
PAGE 5

Brooklyn, Today.

Cloak and Dagger?

This ain't a library, kid!

Dad?

What you doing out here?

I was--I was headed home.

I just thought--

To see me?

You wanna try dinner again?

Sure.

Maybe we could have a meal without those awful lunatics ripping our world apart.

TRAFFIC!
You're part of it.
PAGE 11

Maybe we order in?

Yeah, maybe... pizza?

Pizza always works.

Give me like a half an hour!
I just need to rest my eyes.
Yeah, no problem.
Jesus!!
Sorry for the intrusion, Miles.
Spider-Woman?!
God-- Why are you--?
Close the door.
You--you can't just *sneak in* here.
Of course I can. I just did.
How did you know I was going to be here?
I didn't even know I was coming here until--
You know who I work for, right? You know what I can do.
But!
You might want to keep it to a whisper--
Your dad's been through enough for one week, don't you think?
You can't be here.
This is *insanely* uncool.
What?
You didn't throw it out.
I came to see if you threw out the new costume I brought you.
You didn't toss it or burn it or sell it...I'm going to take that as a good sign.
You can take it back.
Last year you asked me what the connection was between you and me...
You asked me, and I told you that I wasn't ready to tell you.
That wasn't fair.
I'll tell you now if you want.
Okay...
A couple of years ago, some scientists with absolutely no moral center took DNA samples from Peter Parker and attempted to clone him.
And then they poked around at the DNA, just, you know, to see what they'd get...
I am one of the things they got.
You--
You're the *clone* of Peter Parker?

No.

For a while I *thought* I was but I know now that I'm not.

I'm the broken thing they made out of Peter Parker.

And that's what *we* have in common--

Men of science, who don't give a damn about anything but themselves, messed with the natural order of all things...

And that's why we have a Hulk and you and me and Captain America and mutants and pretty much every other problem that we have today.

I wasn't ready to talk about this because it's hard to say out loud.

It's hard to admit that I'm-- I'm not a *real* person.

I don't have a mother or father.

I'm *not* Peter Parker.

I'm... this thing.

It's hard to--to process *myself* let alone get you to.

I have years of Peter Parker's childhood memories rolling around in my head...

And time has gone by, and those memories have faded, and my feelings about my connection to him have faded and--

And I've become this *other* thing.

I'm *not* Peter Parker.

I'm not even a boy.

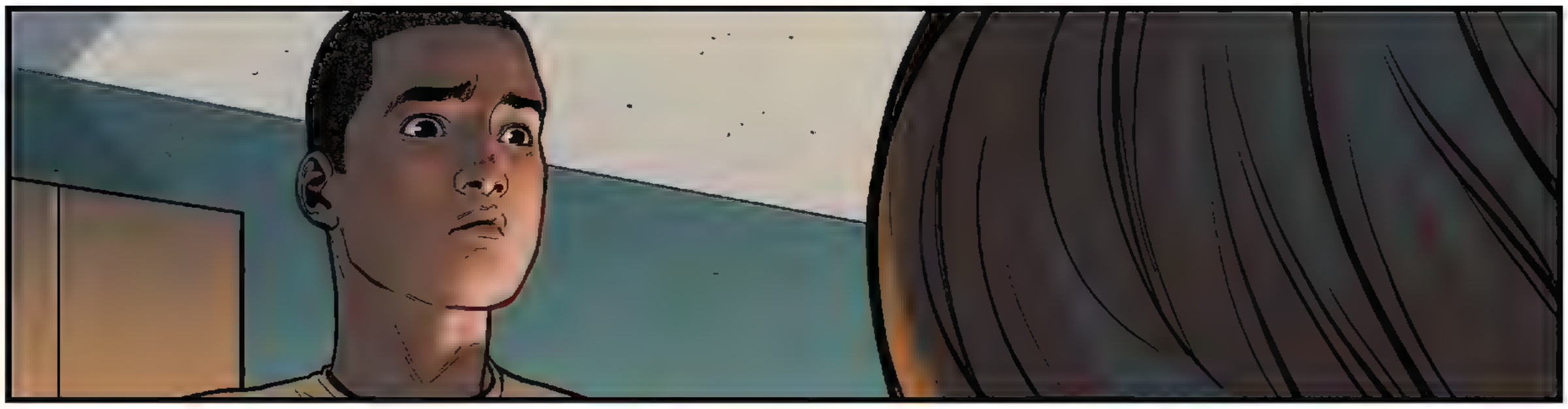
I'm Jessica Drew.

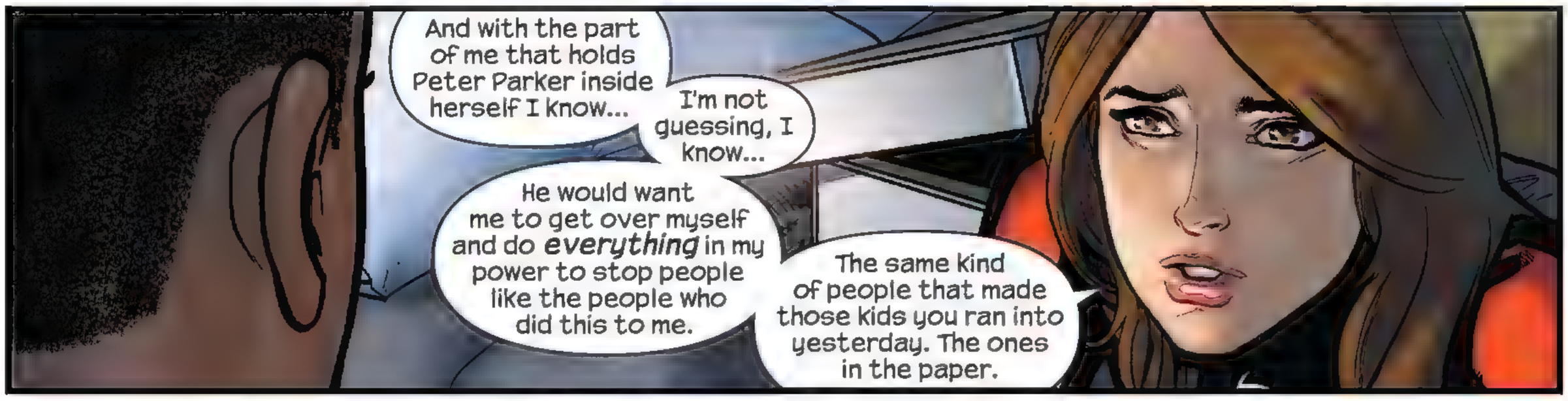
I *am* Jessica Drew.

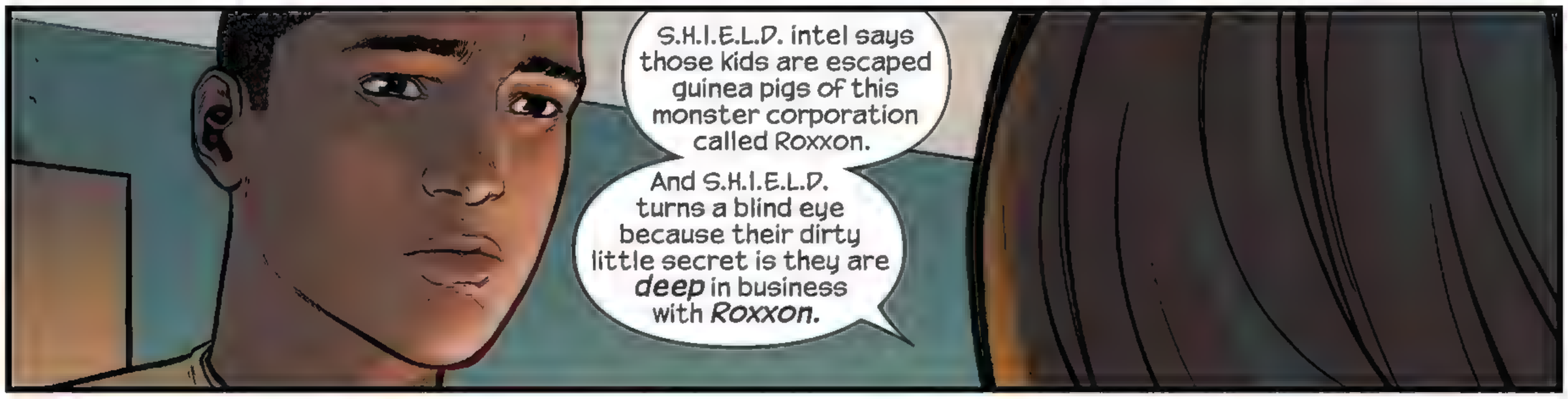
I'm *not* Peter Parker.

I'm *not* Spider-Man.

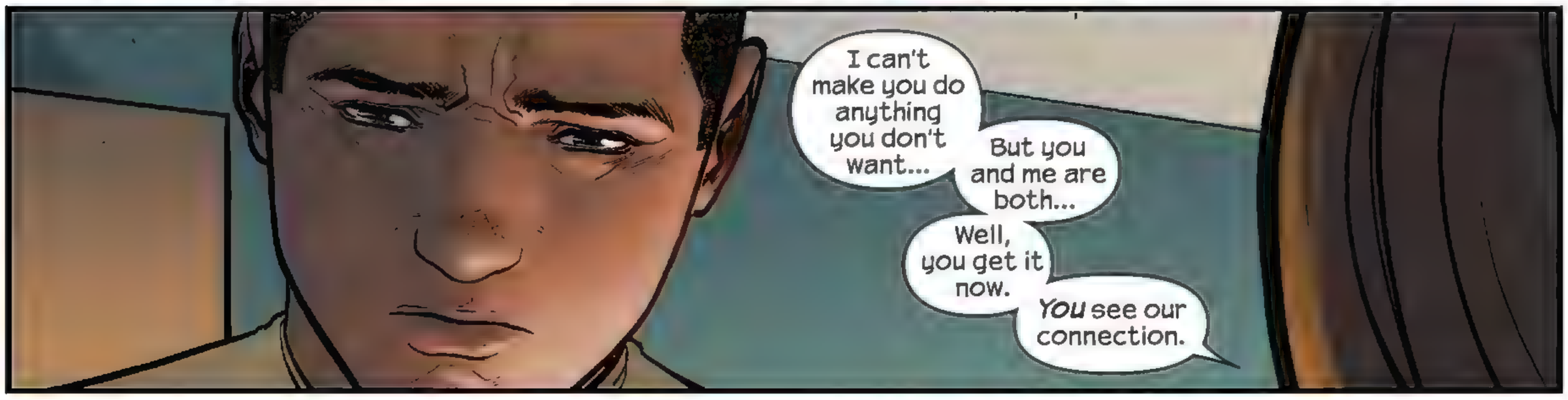
You are.

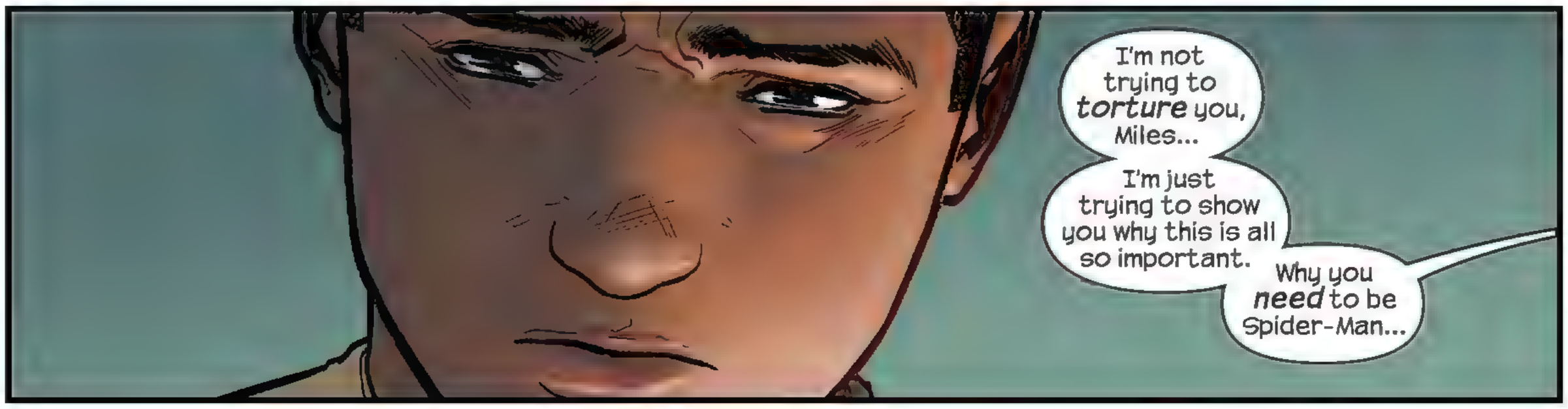



And with the part of me that holds Peter Parker inside herself I know...
I'm not guessing, I know...
He would want me to get over myself and do *everything* in my power to stop people like the people who did this to me.
The same kind of people that made those kids you ran into yesterday. The ones in the paper.


S.H.I.E.L.D. intel says those kids are escaped guinea pigs of this monster corporation called Roxxon.
And S.H.I.E.L.D. turns a blind eye because their dirty little secret is they are *deep* in business with *Roxxon.*

These monsters are going to try and try and try to remake you and remake me and Captain America and the Hulk...
And they are going to *keep* trying, and they don't care *who* gets hurt.
They just want the money.


I can't make you do anything you don't want...
But you and me are both...
Well, you get it now.
You see our connection.


I'm not trying to *torture* you, Miles...
I'm just trying to show you why this is all so important.
Why you *need* to be Spider-Man...

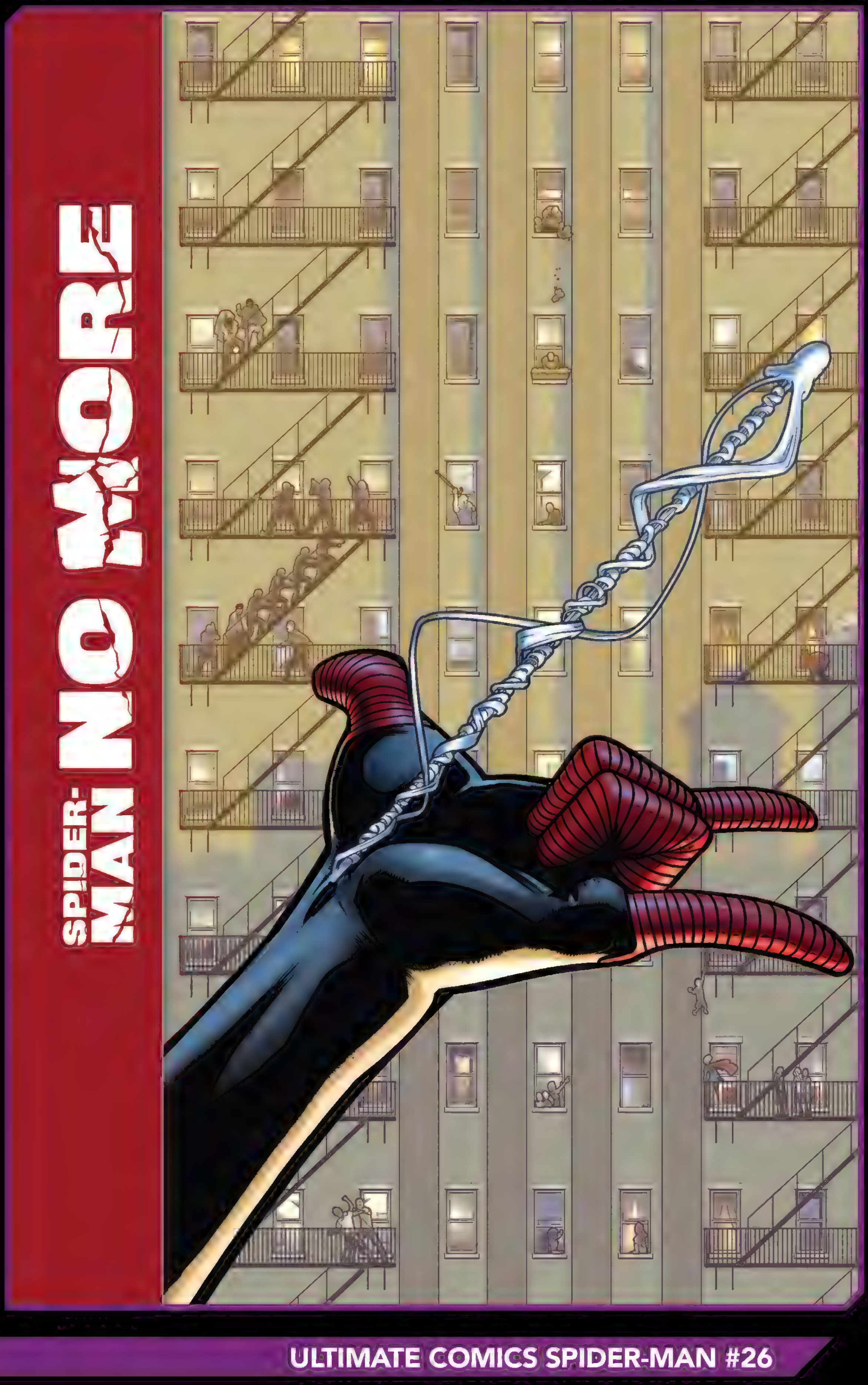
A doctor!! I need a doctor!!

Look at you.

Look what you can do.

Why there needs to be a Spider-Man.

had to go back to school. Forgot about a test. Call you tomorrow.



ULTIMATE COMICS SPIDER-MAN #26

FINKLESTIEN STRONG LOIKA

ULTIMATE

AMAZING FANTASY #14

HERE COMES...

BOMBSHELL

Rykers Island, 15 Years Ago.

Lana Baumgartner.

Yes.

You're in prison for the next 18 years for armed robbery.

Yeah. And?

How would you like to get out?

Is this a parole hearing?

No.

You're not up for parole for another seven years.

We're offering you a chance to leave here this afternoon.

Who are you?

Men of science.

Science?

You've been pre-screened as an excellent candidate for our super-genetics program.

I don't know what *any* of those words you said mean.

No fancy talk.

What *exactly* do I have to do to get out of here?

Queens. Today.
It's me.
It's *me!!*
It's Lori.
Yeah? You saw the news?
You're freaking out?? *I'm* freaking out.
They--they came out of *nowhere!*
No!! I don't *know* them!!
They called themselves Cloak *and* Dagger. *No!*
No. Come on...
I'm *scared* to go home.
I don't *know* if they're waiting for me inside.
Dude, I haven't been *in* a super-person fight since my mother went to jail when I was 15.
NO!!
I told you I don't *want* to *be* Bombshell.
My mother *made* me be Bombshell.
Please let me come over.
Be-because I don't have anywhere else to go...
And you're-- you're supposed to be my boyfriend.
But--
But I *need* you now.
So *that's* how it is?
Well, you can go straight to--
Sorry about that.

We weren't eavesdropping on purpose.

Yeah, that was probably more embarrassing for us than--

Well, it was probably a tie.

Aggh!

BOOM

BOOM

Hey!!

Whoops!

She explodes.
We knew that.
Still.
It's not something you see every day.
Aaaaand she's getting away.
Go try and charm her.
THWIP
Okay.
But it would be a first.
THWIP
Ugh, you *suck.*
I'm out of practice.
Whose fault is that?

Agh!

THWAP

Oww!!

Stop running.

We're not here to toss around with you.

I--

We're here to help.

We're here, hey, we're here to help.

Lori, I know you're in trouble.

Get away!!

And I *think* I might know why.

You're-- wait, you're *both* Spider-people?

I'm Spider-Woman.

He's Spider-Man.

Unrelated. Can you believe *that?*

The new one--the new Spider-Man.

Technically.

How--how do you know my name?

H-how do you guys know where I live?

I'm an agent of S.H.I.E.L.D.

We know where *everybody* lives.

And you're here to help me?

Roxxon Secret Labs, Fifteen Years Ago.

How much longer are you going to need, Dr. Sterns?

We are about there, Mr. Roxxon.

You can take a seat in the observation deck and congratulate yourself for being years ahead of Norman Osborn and his petting zoo.

Are you comfortable, Ms. Baumgartner?

Sure. Never been more.

Any of you mind telling me exactly what you're going to do to me?

I don't think you'd ***understand*** exactly what we're attempting.

No offense... but you never finished high school.

Do you know who Captain America was?

Was he a wrestler?

You kids today with your rock and roll...

No. He was a war hero. ***The*** war hero.

Oh yeah, okay, sure.

"Okay, sure."

Well, if all goes according to plan...

You'll be the new him.

Better than rotting in jail now, isn't it?

Today.

Maybe we're going about this all wrong.

That Bombshell girl had ***no idea*** who we were or where we were from.

She's a liar.

They're ***all*** liars.

She may ***not*** be one of them, Tandy.

She may be one of ***us.***

Her name was on the Roxxon list.

Roxxon took everything from us.

They turned us into this.

We should go to your mother. Tell her you're okay.

No.

Maybe our families--

Ty... no.

Our families ***sold*** us.

Maybe they didn't know what they were--

Ty, it's just ***us*** now.

It's just you and me.

The police might--

You ***know*** it's just us.

You know that.

I know.

They took ***everything*** from us.

What happened to us will never happen to anyone ***ever again.***

We're going to make ***sure*** of it.

I didn't really want to go to prom anyhow.

It was kind of funny.

Too soon.

Kind of.

I'm just-I've never been this angry.

I'm very confused.

I don't know what I am.

You're the man I am madly in love with.

Madly?

Madly.

SUMMER HEATWAVE
Why not move north?
PAGE 4

PIGS!
They really like mud.
PAGE 9

DAILY BUGLE

And there is it.

MYSTERY POWER TEENAGERS RANSACK BOROUGH

see page 2

TRAFFIC!
You're part of it.
PAGE 11

FORTUNE COOKIES
Not actually from Asia
PAGE 5

Roxxon Secret Laboratories. Today.

Have you seen this, Dr. Miller?

We knew it was coming.

We knew this *exact thing* was going to happen.

We didn't know where or when.

We are *exposed*.

I--I am exposed!!

What would you have me do?

I told you that I could have members of my team out there hunting, but you--

We could go now.

That's not what I *pay you* to do, Dr. Miller!!

You're scientists... not bounty hunters.

I understand that, but we *have skills* that might get the job done.

No.

Then why are you here?

Because I want you to feel the severity of our situation.

Sir--

I want you to see how *angry* I am.

I didn't get where I am in this world by being *sloppy*.

No sir.

None of us did.

You be quiet, Sterns.

You're lucky you're still alive. On numerous levels.

In fact, I remember you specifically telling me nothing like this would *ever* happen again.

And yet... ever since I let you put this brain trust together, my organization--

Mr. Roxxon, you're not seeing the big picture here.

You have-- we have brought you *amazing* results.

Are you not *in awe* of what we discovered here??!!

We took two comatose, half-dead teenagers and created walking, talking portals of energy unlike anything we have ever *seen* on this planet.

This isn't some broken-down Hulk or symbiote!

This is the greatest discovery of what the human machine is capable of.

This is miles ahead of *anything* Reed Richards did.

They make the Fantastic Four look like, you know, the-the Defenders.

Except where are they?

Now I'm sorry we were ill-prepared for what happened next, but I will not let you discount what happened.

If we find a way to replicate what happened to those teenagers on a commercial level...

You have something much *more* than the super-soldier you are desperate to create.

You have leapfrogged over Norman Osborn.

Leapfrogged over the S.H.I.E.L.D. science brigade.

Leapfrogged over Tony--

That's lovely. Thank you for that.

But the boy and girl are not here.

The boy and the girl are clearly looking to pull this house down around my ears.

They found one of our guinea pigs.

They clearly have "the list."

I don't want these little guinea pigs getting *back to me.*

I'm *not* going to have it.

Then what would you have us do?

I would like you to help my guest in any way, shape or form.

Guest?

His name is Anthony Masters.

He will bring all of our runaway experiments home once and for all.

Anthony Masters?

Call me Taskmaster.

15 Years Ago.

Mmff...

Hello?

How are you feeling, Lana?

Where are you?

We're *observing* you.

So...

Can I go now?

How are you *feeling?*

Creeped out.

How would *you* feel?

Do you feel different?

How long have I been asleep?

They feel different.

Why are you looking at your hands?

Well done, Lana.

Now try it again with a little finesse.

Uh, what just *happened?*

It would seem you exploded, my dear.

You're a bomb.

Wait, I did that?

See if you can do it on purpose?

I'm a bomb??

Was I *supposed* to be a bomb?

You're an experiment, darling.

Her key heat signature is holding.
Her vitals are well within normal range!!
You did it!!
You son of a--
Uh, am I nuts or...
Or is she pregnant?
I'm what?
I think she heard you.

BOOM

POW

ROXON

She has escaped! I repeat: the test subject has escaped!
If this gets back to me--
It *can't* get back to you!! She doesn't know who you are!
She doesn't know who *any* of us are.

Queens, Now.

Are you a mutant?

I'm not a mutant!! Don't even *go* there!

Where did you get your powers from?

My mom.

Ugh!!

It's a *long* story!

You need help and we want to help you.

We think there's some bad stuff going down and--

"Bad stuff?" Really?

How old are you?

How old do I look?

I met the first Spider-Man, you know.

No way he would have missed shooting me with a web like *you* did.

Well, I'm just a little-- *AGH!*

Spider-senses.

Yeah me too.

What's happening?

We better--

Yeah.

What is--?

CLANG

Wait, what is that?

HUUM!!

AOW!

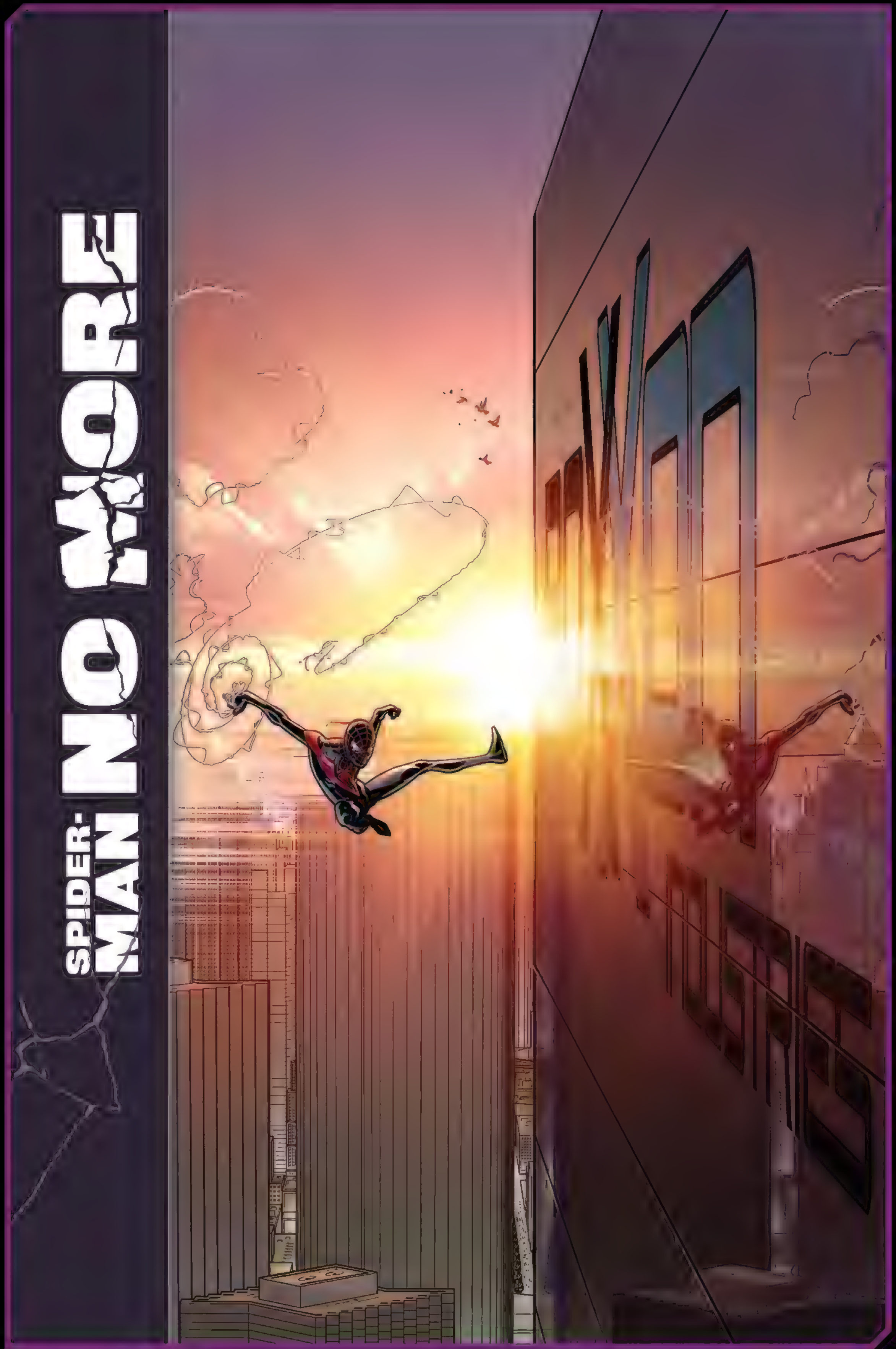
AGH!

That didn't take long.

A Spider-Man.

A Spider-lady.

This turned out to be one *profitable* day.



ULTIMATE COMICS SPIDER-MAN #27

Right there.

Why don't we just storm right in there?

And grab the head guy, Roxxon, and take him to the police.

Yes.

Or the FBI. Or S.H.I.E.L.D.

ROXXON

He had us kidnapped. Jacked us up full of powers we didn't ask for.

And now we know we weren't the first.

We can't go to the police.

We have proof. We have the list. We know about the Bombshell girl.

We know the connection to Spider-Man.

We can't kidnap *him* and say *he* kidnapped us.

You think they don't believe us?

Tandy... look at us.

What are we now?

We're those people you read about...like Spider-Man and the Hulk.

Is that what we are?

It wasn't the plan but...

Then I think it's okay to admit that we're just teenagers and we're in way over our head and we don't know what we--

BOOM

We should--

Yeah, I was just thinking that.

Brooklyn,
Nine Minutes Ago.

And why did I want to give up being Spider-Man?

Oh yeah, stuff like this.

I don't know who this guy is or *how* he found us or *what* he wants or how he has us all *paralyzed.*

(Which feels very freaky weird, by the way.)

Agh!

Aow!

HUUM!

I can't even move my mouth to ask--wait!!

What is he doing?

The *new* Spider-Man.

I bet I could turn this intel into a retirement.

Oh no.

He's going for my mask.

I can't move. I-I can't even blink.

He's got me.

How is he doing this?

ZZAAAATTT

Ah!

What *the hell,* kid?!

You *booby-trapped* or--

ZZAAAAP

Agh!

Venom blast still working.

So lucky.

I haven't used that in a year-- almost forgot I could do that.

Spider--

Spider-Woman is in the same boat as me.

Can't even see her from this angle.

Come on, get up!

Who *is* this guy? How did he do this to us?

I feel like I've been dipped in Novocain.

Come on!

He's-- yeah.

You little @#$@!

Uh-oh.

Muu!

Sure, great, *now* my arms work!!

Aaggh!

And my vocal cords.

Guess I'm far enough away from whatever he was using to paralyze us.

Everything is starting to move again but I'm still webbing blind!

THWIP

SPACK

Oh god.

My legs don't work.

I can't feel my butt.

Shoulda learned my lesson from that thing with Wolverine in Kuwait.

This is going to hurt.

Never mess around with you powered types.

Bullet to the head and figure it out...

...Later.

Lucky!

SMMAASSH

Gargh!

Lucky.

Wash happenin'?

Kid's a natural.

I can't believe I have to drag him back into super-hero-ing kicking and screaming.

This is going to--

CRA

SSSHH

If this Bombshell girl can open up some—no!

She's running away? You selfish swear-word!

Get up! Come on.

Gotta call S.H.I.E.L.D and find out what the deal on this guy is.

And where did he get this banned Hydra paralysis tech?

So illegal.

Uh-oh.

Uh, help!

THWIP

CRASH

Ow!!

And this reminds me of *another* reason I gave up being a super hero.

I'm a deputized agent of S.H.I.E.L.D., you 'roided up doof.

Weapons down and hands on your head.

S.H.I.E.L.D.? Wow.

Pfftt!

Ha!

KOOM KOOM KOOM

Aaaaacome on!!

Guy's big and jacked. And fast.

Unnaturally.

As in he's either a mutant or

Ha!

FWISH

Damn, look at her go!

THWIP

How many of you spider people are--?

SPAK

Nice!

WHACK

SMACK

SMACK

SPACK

Nice.

Thanks.

That wasn't so...

Um...

Hard.

Um...

Oh, %@$#!

Yeah.

My turn?

Ha!

Jeez, he's fast.

Hey!

WHACK

After I kill you, remind me to tell you how you played this *all* wrong, agent of S.H.I.E.L.D.

Gave him everything I have and what I have is the proportionate strength of a spider and he all but giggled.

Drop it!

You're gonna regret this, kid, I'm tellin' ya.

You're under arrest.

Ha!

You're funny.

Do they even train you agents any more or do they just put funny costumes on you and let you out in the field?

You're *still* under arrest!

Damn it...

Too bad I don't acknowledge your authority on any conceivable level!

So, what? You work out?

Aaaggh!!

Damn it, damn it, damn it...

Let go of her!!! I *mean* it!!

Oh, do you *mean* it?

How are you this strong? We both have the proportionate strength of something or other--

You sound like you're nine years old. Are you *actually* nine years old??

Who are *you* and why are you up our butts?

ZAATTT

You know what? Never mind.

Don't care!

AAIIEE!

You *should.*

Ha!

Just gave this dude a full venom blast right to the neck. That should end this pretty--

Because if you knew who I was you would know *not* to do what you just did...

And that makes *this* your fault.

Aaahhh!!

ZZAAAKK

No!

Oh no.

No!!

Please no, God!!

Please don't let her die anything like this.

This is my fault-- I had no idea he could do that.

One of the growing *list* of reasons why I didn't want to be a super hero in the first place!!

He took my power and slammed you with it.

THWIP

Nice save.

Kid's got real talent.

What a waste.

Come on.

Can you hear me?

Please don't be dead.

Are--are you--can you hear me?

I'm pissed.

Pissed is good.

Whew!

Get up.

Bad guy's going to make a run for it or—

Seriously, don't even!

Oh yeah, you.

Oh yeah, me.

BOOM

Wow.

Nice.

Okay.

(Huh.)

Well, that was me at about a six.

You want to go for eight or do you want to go all in?

You kids *really* are not getting this.

Anything you throw at me...

Oh %#$@!

I throw right back at you.

I really haven't had this much fun since Havana.

THWAP

THWIP

THWAP

AAGH!!

THWIP

Nice save, guys! Sorry I panicked and--

Get out of here, Bombshell!!

He's a power absorber!!

We're feeding him power and-- uh-oh.

Alright, agh, where's my gun...

Come on, you son of a %o$#@&!!

AWIAAEIGH!

Oooh! Web blasted twice!!

I think we kinda figured out how to do this.

Agh!!

FUMP

You little brats don't even know what I am--AAGH!!

What was that?

Oh, great! Now you show up!

More of you?

Tough guy.

Took some of my light daggers and is still standing.

Mmmm... now we're talkin'.

Yo! Guys!

Stop hitting him because you're actually making him stronger...or something!

Took you long enough.

Well, how were we supposed to know that?

Wow! What exactly are you supposed to be?

Hey!! Stop that!!

Uh hi, guys.
Wow, Spider-Man.
You guys again!
Came here for *round two*?! Because I will %o$&@*#--
That *might* have been a misunderstanding.
Ya think?
We didn't know if you *worked* for Roxxon or if you--
Roxxon?
Wait, hold on...
Did--did you just *eat* that guy?
I don't *think* so.
Because it looks like--
Hold on.

There he is.

Who *is* this guy?
Who are *you* guys?
I know we got off on the wrong foot, Lana, but I think you and I/we are in the same boat.
I'm in a boat?

His name is Anthony Masters.
Are we supposed to know him?
According to his texts-- they call him Taskmaster.
Who sent him?
I think I know.
But I'm looking for proof.

And there it is...
Roxxon.
This was a contract killing.
Roxxon. Roxxon sent him here to kill *me*?
But he didn't know *we* were going to be here.
This--this is all the proof I needed.
I don't care what S.H.I.E.L.D. and Roxxon are working on together.
I don't care *who* they have donated to politically. I don't care.

I'm not an Ultimate. I'm not a S.H.I.E.L.D. agent. As of now, I'm off the grid.
This is just good guys taking out bad guys.
You guys want in?
What's the plan exactly?
I'm gonna pull Roxxon's world down around his ears while he watches.
The police are here.
Good...

Everyone should see what's about to happen next!

POLICE

ULTIMATE SPIDER-MAN

ULTIMATE COMICS SPIDER-MAN #28

Roxxon Industries.

Mr. Roxxon, you need to come with us right now!

What is it? What has happened?

It's Spider-Man, sir.

Spider-Man? He's *here?!*

They intercepted Taskmaster.

Intercepted? Who intercepted?

Our man in the field says it didn't go.

He observed from a distance as requested.

He says they are headed here *right now.* Directly.

(What I paid Taskmaster.)

Sir, please.

I thought Spider-Man was no longer an ongoing concern! I thought he retired!

Sir, I'm telling you what I--

They? You said *they?* Who is *they?*

There's a handful of, um, characters with him.

We're still getting Intel but...

How many?

Sir, I need to get you off the premises but you have to--

Oh no.

Do not fire until I say.

Sir?

Call my science team up here *now.*

Your *science* team? Sir, we are your security and we can--

The brain trust. Get them up here now.

I can handle this!

SPIDER-WOMAN

Mister Roxxon, you are under arrest!

I thought I was going to say it.

We never discussed that.

SPIDER-MAN

CLOAK AND DAGGER

Can we just throw him out the window and go home?

BOMBSHELL

Under whose authority, children?
I'm an agent of S.H.I.E.L.D.
So, uh, mine.
I don't accept that, Miss Drew.
Well, we'll see how that works out for you.
And what for?
How long did you think you were going to get away with it?
And children?
Oh, I don't know, experimenting on people like a creepy Nazi?
Little Spider-Man, my intelligence told me that you had all but retired.
I want to say that I'm happy to see you get over your mother's terrible and unexpected death...
But, you should ask yourself, are you sure you're ready to graduate to this level?
Are you absolutely sure you want to go down this road with me?
My mother?
My condolences, by the way.
I'm sure that wasn't easy having her die in your arms.
All that power and you couldn't save her.
Mmggrrss!!
THWAP
WHAT DID YOU SAY ABOUT MY MOTHER?!
Damn.

Mmffrrr!!!

You people are *trespassing* and now you have *assaulted an innocent man!*

On the ground now!!! Or we will be forced to--

My *mother?!!!*

Don't!

And how about we all put the *guns down* before I blow you up good?!

Yeah, I don't know if you noticed but *we* all have super-powers.

You have *no authority over me!*

And you have broken more laws in *the last minute* than you probably even know *exist!*

Childcare!

You *really* think nothing will happen to you because you do business with S.H.I.E.L.D.?

You're done, Roxxon.

One way or another, it ends tonight.

Little girl, you have no *idea* what is going on here.

I would understand if you came here to *thank me* for giving you the gifts that I have given you.

That would be more appropriate.

Okay, *that's* it!

Aagh!

Garrgh!

Oh God!

Didn't sign up for that!

You do know the only thing stopping these "children" from beating you to death for all of the horrible things you've done in your life is *me.*

You? I paid men to create *you* in a petri dish.

You are a sea monkey.

My sea monkey!

Best you got?

You're going to go to jail and no one will visit you because you're not even real.

Okay, I've had enough.

THWIP

What are you--?

You do not--!

Whoa!

YAAAGGGHH!

What the hell?

YEEAARGGGHH

I got it.

You *got* it? You just *killed* him.

No. He's okay. I saw it in a movie.

What are you doing?

He really shouldn't have brought up my mother.

Was that *true*?

I'll be right back.

What movie?

Y'know... the one with that guy with that thing.

Naha!

Guhh...

Nnn!

You! You *child!*

You--you insipid little coward.

I'd almost *respect* you if you would've killed me.

You're--you're just like your uncle Aaron, you know that?

All talk.

You know *that's* the connection between us, right?

I was the one who hired your uncle to break into Oscorp that night.

I put *all of this* into motion.

It was me.

That night he accidentally brought the spider to his house.

The spider that accidentally bit you and made you ***this.***

All the money I've spent trying to duplicate the accident that created the original Spider-Man.

And I ***accidentally*** funded the operation that created the ***new*** Spider-Man.

It's--

It's almost funny.

I didn't know any of this at the time, but ever since you ruined some of my projects, like the ***symbiote,*** I have been looking into you.

You really need to do a better job of keeping your secret identity a ***secret*** because it took me all of ***three days*** to figure out who you were and how you were.

And you're you because of me!!

And you're welcome.

And the reason I'm not scared of you or any of your friends is because I ***am*** the creator of the next super-soldier!!

ME!!

And the people who are in business with me are people who are going to ***shut you down!***

Just like they shut down your ***father*** way back when.

You're under arrest.

Yeah...

Maybe ask your father about "the old days."

Maybe ask your father about who he was before *you* were born.

One day and one day very soon you're going to come to me for work...

You are going to realize how fruitless this immature quest of yours is and you'll be looking for some *real* work.

But you *better* hurry up.

One day soon you are not going to be *all that special.*

We are so close.

Staring at me...

That *spider* that bit you.

It had a number 42 on it.

You ever wonder about the other 41 things Osborn was working on?

And that's just *him.*

Wait till you see what our next phase is.

This is the NYPD!

And I'm telling you... I don't think so.

Please, uh, step away from the--um...

I don't even know what to say here.

Jackpot records.

This is Special Agent Jessica Drew. Codename: Arachne. Password Ed O'Neill.

Password accepted.

Who are you talking to?

I am in the field.

Roxxon Industries, Manhattan.

We have a situation with NYPD. I need you to get them to stand down.

You see?

You are a *boy in a mask* and I am a *leader of men.*

What?

Wh-where are they going??!!

I guess they had somewhere else to be.

No.

ROXXON INDUSTRIES

I won't lie to you, that was damn impressive.

Thank you.

I have my moments.

That was the third one I've ever had.

Let's take this slime and get out of here.

Actually, I have a better idea.

Here's the thing. We're Roxxon's science brain trust. Between the four of us, we have 11 doctorates.

And the man we work for, well, as you can see he's undiagnosed but I'd say he's bipolar.

His father used to beat him.

And most of the time I say to myself: good.

But at the level of craft that we need to work in...

We *need* a man with big pockets and who's just a little more than a little crazy.

So you put Mister Roxxon *back* in his chair and you leave here and you never come back.

I've been waiting years to say this to you, Dr. Miller...

You are under arrest.

Sure.

Except you will be dead in 45 seconds.

Aggiiaa!
Oh God!
OH GAAAAOODD!
Interesting.
Our self-proclaimed Cloak and Dagger are clearly feeling the micro-neuroburst the most.
I'd like to get them all back down to the labs.
But no rush.
I don't think an autopsy is out of the question.
Of course.
Stop! Please!!!
I'll kiiiii you, I swear to God.
Nyyaaggh!
Call Fredo, have him send up the gurneys.
I do want to do some tests on these fascinating specimens.
WHAP

I haven't been Spider-Man in about a year, so I'm a little rusty with the snappy things you're supposed to say at just such a moment.

Don't take it personally.

WHACK

Are these the evil scientists?

They call themselves the brain trust.

Are these the ones that turned you into... this?

Yes.

Then I don't feel bad about kicking a girl in the face.

I'm a girl. I'm ruling it okay.

No one listens to me...

I forgot to tell you that the old guy can turn into...

Well, you can see it...

I've got this!

Then do something, Sterns!

Actually I've got this!

Huaarrgh!

Hhrraaa!

Next!

That-- that didn't go bad at all.

EVERYONE FREEZE!

Hands on top of your heads.
No sudden moves. No power manifestations.
Sure, *these* guys now.
At ease, agent. Stand down.
Agent Jessica Drew Codename: Arachne.
We have the situation under control.
We need a cleanup crew.

You might want to get out of here.
Yeah, okay, but, hey, this went pretty well.
This went *very* well. This felt good.
I haven't felt this good in a long time.
You have no idea what you've done for us.
No idea.

This *did* go well.
We should text each other.
We should do this again.
Let's make a list of people to beat up and go beat them up.

Brooklyn Visions Academy.

KREEEEEEE

TONY STARK

Dude.

Sshh!

Dude, are--are you--

Ganke, whisper.

Are you-- are you *back*? Are you, you know, *him* again?

Just listen...

I'm sorry I was being like that and I'm sorry I was making you mad.

You were right.

Thank you for hanging in there with me.

Just, you know, thank you.

For everything.

Aw...

Dude.

Just tell me you're back for real.

Tell me this is for real.

I'm telling you...you're right, Ganke.

You were totally right.

I am Spider-Man.

Dad?

"Maybe ask your father about the old days."

"Maybe ask your father about who he was before you were born."

"So obviously I was a little surprised that you went on a little field trip to Roxxon Industries without even a 'by your leave.'

"What do you have to say for yourself?"

Director Chang, for the record I had hard intelligence that the Roxxon Corporation had kidnapped underage American citizens and experimented on them using untested genetic technology.

I acted accordingly.

In pursuit I was assaulted by a mercenary code-named Taskmaster hired by Roxxon.

After subduing the mercenary, I thought it was in the best interest of all concerned that we act quickly.

I am willing to testify to all of this under oath so that the Roxxon Corporation is put down for good once and for all.

You did all that, did you?

Do you know that we do business with the Roxxon Corporation? That we have standing military contracts?

That is above my pay grade, ma'am.

I'm sure that if you knew Roxxon was kidnapping children and experimenting on them you would cease all business.

And who were these children you had deputized for your operation?

So very glad you asked.

I think we have something here...

I think we have the beginnings of something very special.

CATACLYSM: ULTIMATE SPIDER-MAN #1

Previously in Ultimate Spider-Man...

After taking a year off to mourn the death of his mother, Spider-Man found himself teamed up with the Ultimates' Spider-Woman and new heroes Cloak, Dagger and Bombshell to shut down the evil Roxxon Corporation.

S.H.I.E.L.D. Helicarrier.
The floating world headquarters of the U.N. Peacekeeping Task Force.
Present Location: 1,000 feet over Cleveland, Ohio.

Yesterday.

Am I fired?

Fired from what, Spider-Woman?

From *this!*

Director *Chang* knows what I am talking about.

Did you *steal* something?

Can we even *be* fired?

Are we even being *paid?*

Our dear friend Jessica Drew here took it upon herself to team up with a gaggle of off-the-books, teenage super hero wannabes and broke into the Roxxon Manhattan headquarters and smacked some folks around.

Including Philip R. Roxxon himself.

And got him to confess to years of illegal genetic experiments.

What *kind* of genetic experiments?

Well, *me*, for one.

Oh yeah...

Also, those new kids in the paper...Cloak and Dagger.

And there's more. There is an actual list. A list!

How long has *this* been going on?

You're a genetic experiment?

Aren't we all?

How do you think I *got* spider powers, Captain?

You were... bit by a spider?

You don't know that I'm the illegal genetic clone of Peter Parker, the original Spider-Man?

How would I know that?

That *was* classified information, Agent Drew.

Why was it classified to *him*?

He's Captain America.

You're Peter Parker?

I am not. I was built from his genetic codes.

I'm my own person. And I have lady parts.

That is *fascinating!*

It's also an affront to science.

It can be both.

Am I being kicked off the ship or not?

We'll discuss it later, Agent Drew.

She caught a bad person doing bad things.

What's left to discuss?

S.H.I.E.L.D. has defense contracts with Roxxon.

She made a complicated situation *more* complicated.

You lay down with monsters?

Not *me*, *Thor*.

Remember I *inherited* a lot of this from your buddy Nick Fury.

Are you saying Nick Fury was in business with less than--??

Of course he was. Grow up.

Who you choose as your allies is as important--

As important--

As important...

Wait, I have this one.

Who you choose as your allies is as important as--as who you are?

(Does *that* work?)

Uh, sure.

I think there needs to be a *full investigation* into Roxxon and this list of surviving genetic experiments...

I think it needs to get underway immediately and I would like to lead that investigation.

Two seconds ago you thought you were fired and now you want to *lead* the investigation?

I am going to do an investigation whether you fire me or not, so--

(Thank you.)

That's the stuff.

You're 16 years old!!

I want to make sure that Roxxon is held *fully accountable* for everything he's done.

As do I.

He's freaking Norman Osborn times *ten!*

I'm formulating a plan and talking to advisors. I will keep you posted.

Maybe.

Says here you're teamed up with the new Spider-Man.

Yes.

You got him back in the costume.

Yes.

He's back?

How did he do?

Honestly...

"He's amazing."

And that's why 50 years later there is still controversy around the assassination of President John F. Kennedy.

Now, what is rarely talked about is that on June 4, 1963, President Kennedy signed an order known as Executive Order 11110.

Does anyone know what that was for?

Miles?

Miles Morales?

It's time to wake up, sweetie...

Miles!!

MILES!!

Sssgoin'on?

Can you tell me what Executive Order 11110 was?

Because if you *can't*...I'm going to call your father.

Um, it was supposed to create new authority over the, um, Federal Reserve but, um...

...people, some people think it transferred, like, already existing authority from the President to the Secretary of the Treasury?

That's-- yeah, that's right.

Saved yourself that time, Mr. Morales.

Next time, I call your dad. This is a school, not a hotel.

Lana Baumgartner?

Yeah.

I assume this was you?

Yes.

I was *one* of them.

You know that means you broke your juvenile detention parole.

That means I have to call the police *and* S.H.I.E.L.D. and tell them Bombshell broke her parole agreement.

DAILY BUGLE

SUPER TEEN CORPORATE TAKEDOWN!

S.H.I.E.L.D. and the police were there.

Spider-Woman is an *agent* of S.H.I.E.L.D.

She--we were following *her*.

You're not *allowed* to use your *powers!!*

That is the deal of your parole!!

Your mother will *rot* in prison and *you* get to live a normal life.

But if the judge sees that you *don't know how* to live a normal life out from under the shadow of your mother's influence then *you go to prison!!*

I think maybe I--

I think I'm supposed to be a super hero.

Wow!
Really?
That is so great to hear.
Except *you're not allowed to use your powers!!*

Even for *good?*
I understand my mother was a criminal and she was-- *I understand.*
But *I'm not allowed* to *help* people?
I'm not allowed to--I don't understand.

How is breaking into an office tower in midtown Manhattan and beating up people *helping people??*

Because they were *bad* people?

You can't break and enter into someone's private--
So according to you I'm not *allowed* to be a super hero?
I'm saying that until you turn 18 you are not allowed to *use your powers* and if you do, you go to jail.

I just didn't know what it felt like.
What *what* felt like?
To do-- to do the *right* thing.
I wasn't raised to-- I didn't know.

I didn't know.

Where are you *going?*
I have to call the proper authorities. You have forced my hand.

Agh!!

Now you don't have to.
You are going to rot in prison just like your mother!!!

Stay close, Lana.

I know, mo-ther!

Thanks alot, mom.

Can't believe I took a year off from this!!

Even if I didn't understand what it meant to be Spider-Man, the ***least*** I could do is avoid public transportation for the--

AAAAAIIEEENOO!!

CRASH

Stop it!! Everyone stop it!! He's my husband!!

You don't talk about my ex-wife!! Get in your truck and get the--

Hey!!!

FREE FREE

Agh!

I done warned you what would happen if you @#$@#$@ came down here!!

Jeez!!

Oh my God, it's Spider-Man.

Run!! Go!!

I'm gonna find you!!

Wow.

Okay.

One point for the legitimately awesome costume.

I didn't even have to get my hands dirty.

Wait, what's that buzzing--

CATUNK

Get the @#$#$@ outta here!!
This is between us, you ballerina!
Who wears a costume?!!
It's still in bad taste!
SMASH
Nice.
I got hit with my first beer.
THWAP
Heyy!!
THWAPP
What the what?!
WEEEOOOOEEEEOOOOEEEEEEOOWWWWEEEEEE
POLICE
NYPD
Oh, great.
This now.
What's all this now?
You won't believe it but I was just, um, winging by and this whole place was going nuts on each other and--
Oh man, webbing!!
Oh man, oh man!
Uh...
Is it you?
Is it really you?
Oh man, it's true! You are back!!
Uh--
We all heard you might be back into it.
Good for you!! Good for all of us!!
Really?
You kidding? I wish there was fifty of you.
But you guys used to pull guns on me and--
Yeah.
This job can be crazy.
You never know who anybody really is, you know.
But when we see those webs...
We know our lives just got a whole lot easier.
Thanks.
And welcome back. Seriously.
Huh.
"You really want to do this?"

Right now?
Right now.
Tandy...?
I know.
You told me--you convinced me we *can't* go home anymore.
And you were right.
Our families--they--they gave up on us.
They let Roxxon experiment on us.
I know, Ty.
You said it was just us now.
We're--we're Cloak and Dagger now, and we're not--
Ty... I want to tell my mom I'm okay.
If they cared at all, they would have--
I want-- I want to go home.
Take me home.
Oh no.

FOR SALE

Oh my God...

Tandy!!

They just *left??!!*

I'm sorry, Tandy.

God!!

We have no friends. We have no family.

What are we *supposed to do* now?

Should we keep looking?

We never like what we find.

What do we do *now*? We can't *live* up *here!!*

I have to say... I liked fighting alongside Spider-Man and the others.

I liked shutting Roxxon down.

I liked showing a real bad guy the back of my hand.

I did too.

I mean, I *really* liked it.

So... let's do *that.*

Let's be super heroes?

Yeah.

Just like that?

Is there a form we have to fill out?

Let's find a big bad guy to hit and hit the hell out of it.

It better be a really big bad guy because...

I am ready to...

Lose my...

CATACLYSM: ULTIMATE SPIDER-MAN #2

TWO YEARS AGO

Tandy Bowen, listen to me, keep your eyes closed.

Eyes closed.

I hear screaming.

I can't. Mom!

Tandy--

I can't see--oh, God!

What am I stepping on?

Tandy, just--

Oh, my God!

Oh, my God.

OH, MY GOD!!
Tandy, we have to go.
What is going on?!
It's one of those %#$@&# mutants!!
What did I tell you?? Did I tell you??
Did I tell you this would happen one day??!!
LET'S GO!!
We let this happen because we let those monsters run around and do whatever--
We--we have to help-- people need help!!
No, we have to go!!
AAAIEEE!!!
Hold on.
You don't want to--
We have to help ourselves!!
What do you want to do?
We have to help.

Now.

What-- what *is* that?

How the hell should I know, Ty?!

It's--it's-- the guy's frickin' *gigantic!*

Is it even a *guy?* What *is* it?

What can we do?

Take us there.

Where?

Right there.

Right in his *face!!*

You're nuts.

Did you see--?? New Jersey is no longer *there!!*

Yeah!! And maybe *New York* is next!!

GO!!

I can't believe you're even--

Come on Ty, go!!

What are we going to--??

Uh-oh.

The Ultimates.
The World's Super Hero Peacekeeping Task Force

While Iron Man starts to put a real plan together, I want boots on the ground helping local law enforcement get everyone to safety.

Keep your earpieces in for updates.

This is *crazy,* Spider-Woman!!

Yeah, I noticed.

Is this the craziest thing the Ultimates have ever faced?

Miles, I think this is the craziest thing *the Earth* has ever faced.

Oh, dear lord!!

Hey guys, is there an adult with you??

O-our teacher!!

But-- but she just left.

She left us!!

I want my daddy!!

Okay, listen, everyone line up and we'll get you to--

I want my *dadddyy!!!*

"Dad??!!"

Two Years Ago.

Dad?

I can't *believe* this!

What's *happening*??

Miles, just breathe, boy! Just calm down.

Baby, *you're* the one that needs to calm down.

We're going to *die* here!!

We're going to *die in traffic*!!

Jefferson, get *back in the car*!!

Mutant drowns the entire city and--and--and--

No one knows how to *step on the gas*!!

WE'RE JUST SITTING HERE WAITING TO DIE!!

Will you get back in your car??!!

You're not helping.

Jefferson, baby, we need you to hold it together...

We need you to get in the car.

Jefferson?

These mutants.

These freaks.

Swear to God, I love you with all my heart, kid, but if you were one of them...

Jefferson, you need to get back in the car and *calm down*.

Queens. Today.

--Ignoring me?

Lana!!

Get off me, Sid!

God!!

I was trying to ***talk to you!!***

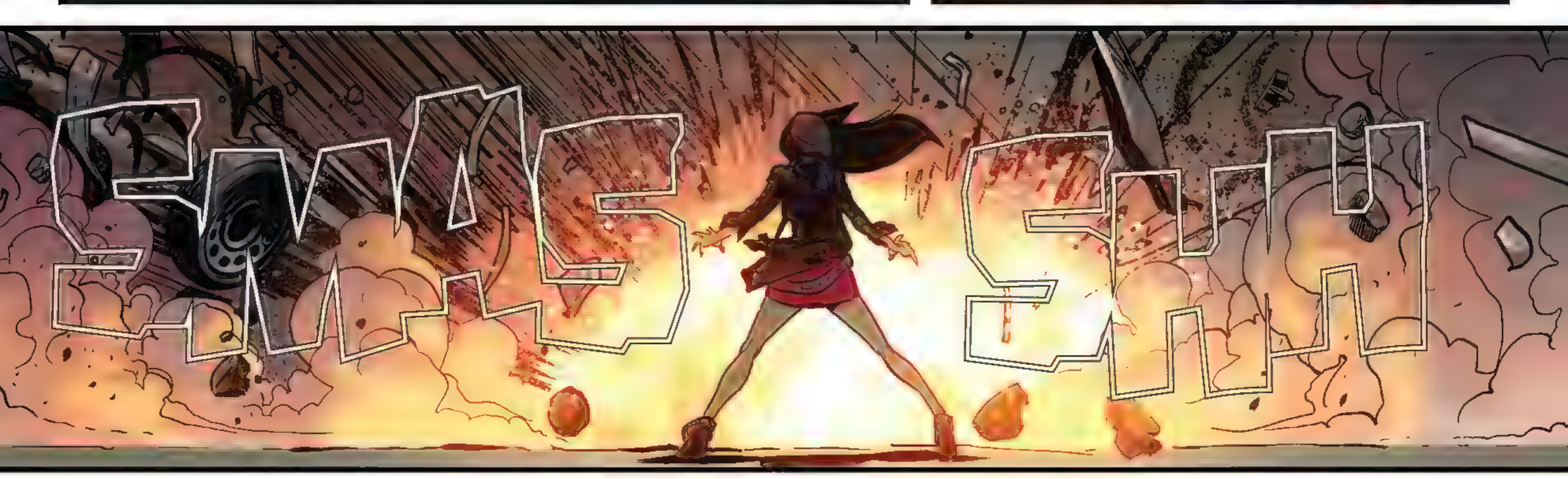
Are you ***stalking me*** now?! We broke up!

Man, you are cold!!

I was getting the hell out of this city and I saw you just moseying around like nothing is going on.

What's going on?

Are you ***serious?*** There's a big purple--



Sid?

BOOM

SID??!!

Sid?

Oh, no...

Oh, my God!

BOOM

Oh, my God!

Oh, my God!

What do I do?

Hey! Do you know where you live?

I WANT MY DADDY!!!

If you know where you live I can take you.

Do you know your address?

DADDY!!

What's your name?

Oh, my God!!
Bombshell! Good, we need the hands!
What is *going on?*
Hard to explain, but the world is coming to an end, so...
What do I do?
Oh, hey... you!
I'll be right back.
I'm going to find this kid's dad!
Pick one!
Whoa!
Please *don't do this!!*
I beg of you!!
This store is all I have--
PLEASE!!
Please, this is all I have!!
Whoa!
Put the stuff back where you found it!
Hell with you, girlie!
World's coming to an end!
All bets are off!!
Nice costume.
I know.

BOOM

Yo ho holy!

Put everything back!!

Now!

%#$@&$@!

Just do it!!

Told you!

Nicely done.

That was my-- that was the first thing I have ever done as a super hero.

Is that right?

First time.

It looks good on you.

This is where you live?
The--the boat wasn't there.
That's not ours.
What's your dad's name?
Filipe!!
Daddy!
I was just coming to find you!!
Dad, look!!
Spider-Man!!
He took me flying!!
What you have done here...I can never repay you.
Yeah, uh, no. It's no problem.
NO!!
Nothing is more important to a father than his son.
What you've done here is the most important thing.
Nothing is more important.

Ty!!

Ty!!!

TY!!!

Agh!!

Oh, my God!!

What *is* that?!

What is it *doing?*

We have to get these people out of here...

Help!!
Somebody help!!
Oh, God!
It hurts!!
Hi.
Are you related to her?
I'm her husband! Why are you glowing?
Hold on!
What do you--?
--think you're doing?
What--
What just happened?
Good! You're back!!
All these people need to get out of here!!
How many can you take??
Not enough.

Oh, man...

oh, man!!

Miles!

MIIIILLLESS!!

Thank God you're okay!

Holy!!

Are you okay?

Get--get away from me!!

Dad!!

Get *away* from me!

What-- what did you just call me?

I just wanted to get you to safety.

I can get you out of here.

Please, Dad...

Dad, it's me.

Let me save you.

CATACLYSM: ULTIMATE SPIDER-MAN #3

Newark tower, this is Great Britain Airlines flight 411.

Do you read? Over.

I repeat, Newark tower, this is--

Great Britain Airlines flight 411, this is the United States Air Force command, do **you** read?

Uh, yes, yes, we do. We read you loud and clear.

You need to turn your plane around.

I'm sorry?

Turn around to where exactly?

This is now restricted airspace.

There is nothing for you here. You need to find your way down to Dulles or--

Find our way down?

Newark tower, this is Great Britain Air--

There **is no** Newark tower! You need to change course immediately!

No Newark tower? What does that even mean?

You need to listen to me, captain!

Abandon your course and--okay, we're too close.

We're pulling out.

Wait, what does that mean: there is no Newark tower?

Buddy, there is no more **Newark.**

No New-- oh dear God in heaven.

What is that?!

Get out of there!

Dear God!

Brooklyn, New York.

Dad, *it's me.*

Please let me take you out of here! Let me save you.

M-Miles?

And we can talk about this, literally, ***any*** other time.

I'm going to take you out of this city and then I'm going to--

No!

Dad!

Please!

DAD!

This is bigger than whatever you think is wrong with super heroes and all that.

The world is ***literally*** going crazy.

New Jersey is gone! It's ***all*** gone! And New York ***might be next!***

I've seen it! I've seen it with my own eyes!

I came back here to get you. We're all that we have. I ***need*** to get you somewhere safe.

You--

You killed my brother.

Of course I didn't.

Dad, please. I promise you I can--

You were there.

We can talk about all of this when--

Your mother died because of *you!!*

Don't say that.

Because of you.

Okay, I'm sorry you're making me do this but we can go through all of this later and you can apologize for that horrible thing you just said!

Let go of me!

We have to get you out of the city because the city is not going to--

Let go of me!!

Dad, seriously, shut up and let's--

YOU KILLED HER!

SMACK

RRRR

REVIEW

KRAASH
Aagh!

Are--are you okay? Are you okay?!
I'm, yeah...

Dad! Stay here.
I will come back to get you.
Get under the doorway or go to the basement!

Is anybody under there?
Is anybody hurt?!
Aaaiiee! Help!

What is this? What is happening?
Are you okay?
@#$@$# is falling all over me!!

I'll be right back, dad.

Don't be an idiot.

Put on your mask.

Spider-Woman!
Put it on.
What difference does it make?
The world's coming to an end!
You're right. But the mask helps with the smoke.
Let's go.
Nnyyaaa! Help me!
There's-- there's nothing we could do.
We--we, oh God, we did everything we--
Just--just go sit down over there.
Try to get away from the wreckage.
Uh, hello? Are you--?
He's still alive.
Nnn...
Hey, you look familiar...
Are you okay? Can you hear me?
Can-- Can you get up? Are you badly--?
I know you.
Can you stand up?
My--my name--
My name is J. Jonah Jameson.
Oh yeah! You're the guy on TV.
I--ow-- agh--I own the Daily Bugle.
Yeah, okay.
I know you.

I--I want to tell you something-- *agh!!*

Just keep your-- *WHOAH!*

You'll be okay. Just sit here.

I'm sure the police or ambulances are on their way.

No! No, you have to listen to me--

I have to--hey! I have to help the others.

Spider-Woman!

Jessica!

Jessica-- *aagh??!!*

I'm *here!*

I'm right here!

Oh, man, you scared the pants off of me.

What does that even mean?

It's something my mom used to say. I'm sure it means *something*.

We need more than us. This is a mess.

Can you call The Ultimates?

Everyone's busy with something.

The webbing's not going to help, by the way.

we really need to get everyone out of here, like, right now!

Ya think?

HEY! You people need to get the hell out of here!

What can we do?

Tell us what to do and we'll do it.

Cloak and Dagger. Okay then...

We need to get as many people out of here as possible before this entire area becomes a block-sized fireball.

Help us carry as many as you--

I can do better than carry...

I can transport people through my cloak.
How many people can you take?
I don't know.
How far can you take them away?
I don't know.
Well, this is one way to find out.
Injured people first.
I know of a hospital in Pittsburgh.
My mother was a resident there.
I'm--I'm not going in there.
It's not scary. I do it *all* the time.
It's like magic.
Here... you hold my hand...
You walk right in...
Oh man...
And *ta-daa!!*
Whoa!
Can we do that again?
EMERGENCY ROOM

Maybe another time.
We'll be right back.
Uh, magic stuff.
What the hell is going on?
Okay, hey, who's next?
This guy for sure.
Agh!
Me!!
Me!
Me!
Me!!
Me!
Me!!
Me!
Me!!
Me!
Mee!!!
Me!
Mee!!!
Me!!
Mee!!!
How many can you take at once?

Ooff!!

Bombshell, Bombshell, Bombshell, you gorgeous thing you!!

I was just, ow, coming to help, ow, and all of a sudden--

Look at you!!!

Look what you can do!

Here!

Take him and--and take the rest of the kids and that old lady!

Listen to me, all of you, my name is J. Jonah Jameson.

Oh yeah, the guy on TV...

I'm going to change your life.

I want you to know that.

I'm going to--

Just take care of yourself, man.

When this is over I'm going to change your life.

Dad??!!

DAD???!

Dad?! I told you to stay where I left you!

I told you to stay.

What am I supposed to do now?

Spider-Man?!

Spider-Man, this is Captain America! Can you hear me?

Yes!

Yes, I left the thing in my ear like you told me to.

Stay where you are. We are coming to get you.

What happened?

We may have a way to stop this.

And we need your help.

Um...

Okay.

ULTIMATE SPIDER-MAN #200

ULTIMATE SPIDER-MAN #200 VARIANT BY DAVID MARQUEZ & JUSTIN PONSOR

Miles Morales

Ganke Lee

Bobby Drake

Johnny Storm

Gwen Stacy

Mary Jane

Aunt May

Jessica Drew

Kitty Pryde

Liz Allen

Lana Baumgartner

Kenneth "Kong" McFarlane

J. Jonah Jameson

?

PREVIOUSLY

AFTER TAKING A YEAR OFF TO MOURN THE DEATH OF HIS MOTHER, SPIDER-MAN FOUND HIMSELF ACTING THE HERO ONCE AGAIN. HE TEAMED UP WITH SPIDER-WOMAN, NEW HEROES CLOAK AND DAGGER AND BOMBSHELL TO SHUT DOWN THE EVIL ROXXON CORPORATION.

A COSMIC FORCE KNOWN AS GALACTUS WITH AN APPETITE FOR ENTIRE WORLDS DESTROYED MOST OF NEW JERSEY BEFORE ALL THE SUPER HEROES COULD TEAM UP AND FIGHT HIM. GALACTUS WAS DEFEATED BUT NOT WITHOUT GREAT LOSS AND SACRIFICE.

IN AN ACT OF DESPERATION, MILES REVEALED HIS SECRET IDENTITY TO HIS FATHER. THAT WAS THE LAST TIME MILES EVER SAW HIM.

Queens, Today.

We had to take the bus.

Stop.

I almost got peed on.

We're here, Ganke, stop whining.

We could have webbed here in five minutes, Miles.

That's not what the webs are for.

They're expensive and they're for, you know...

If you were the captain of the Enterprise you wouldn't let anyone use the transporter.

Well, I don't think those things are safe at all.

Oh, my God!

What is that?

Don't worry about it.

Were we supposed to bring something?

I don't know. I'm your plus one.

Then what is that?

Don't worry about it.

Is that something with Legos?

Don't worry about it.

Please don't bring Legos into this.

I know you love them and--and--and I respect that.

No, you don't.

Why? Why are you bringing Legos to this?

You'll see.

I'm begging you.

Wait, why? Seriously.

I made something for Gwen Stacy and I think she's *really* going to like it.

Oh, dear God. No!

Please don't do this.

It's done.

This will not go well.

It will.

Ganke, please. She's--she's older than you.

Oh, I know.

She will not appreciate your little X-Wing fighter or whatever it is you--

She will.

I made it for *her*.

She won't.

She will.

You spend too much time alone with those things.

You--you don't know-- girls don't--

Hey, it's done.

The Home of Peter Parker.

The Home of Peter Parker FOR SALE Alison Blaire realtor

Mary?

Mary Jane?

Are you okay?

Yo, Mary Jane?

Do you not want to go anymore?

The reality of what this is just hit me.

You wanna bail? If you wanna bail, we can bail.

Maybe I was wrong to bring you, Liam.

Does that make me a total B-word?

You want *me* to bail?

You really want me to go? I got all dressed...

No worries, babe.

I get it.

I mean, I get it's all complicated.

I'll call ya.

Please don't get hit by a car.

Maybe I shouldn't--
Lana.
I mean, I *barely* know the guy, Jessica.
It's not about that.
You--I mean, you *are* Spider-Woman. You're kind of related--I just--I just--
We just got into a fight and went to school together for five minutes.
Lana, it's not about that. This--this will be good for you.
How?
I think you'll want to see this. You'll want to feel this.
You don't even know what--
Whoa.
Oh, this foogatz!
Get out of the road.
Guy survives being eaten by a big purple guy and now he's gonna jump in front of my car?
Sorry, ladies.
No worries.

LIIIIIIIady!

Bobby! You scared me!

Are we headed to the same place, Miss Allen?

I don't want to.

You don't *want* to?

I *really* don't want to. I *hate* things like this.

There's going to be *food.*

Do you ever worry about how emotionally disconnected you are to the rest of the--

LIIIladies!

Jonathan Bartholomew Storm!

Hey, man!!

What's going on?

Liz was just about to tell me how emotionally distant I am because I'm not crying at this exact second.

As if you're cold.

Badumbump.

Is your middle name Bartholomew?

No. He's an idiot.

Ugh, there's too much fire on either side of me and I'm gonna--

I'm okay!

From:
silverhippy@jeemail.com
Subject:
a celebration of Peter Parker

To commemorate the second anniversary of our dear Peter's untimely passing we are having a small get-together at the house. This is a celebration of his life, not a mourning of his passing.

There will be food, drink and friends. I truly believe Peter would want us to do this and would want you there. I hope to see you there.

Please RSVP.
May Parker

Miles Morales, I am *so* glad you came today.
I-- honestly, I feel weird being here, Mrs. Parker.
Tish-tosh.
I mean, you all knew him, I just...

I'm glad you're here.
Uh, hi, Gwen. I'm, uh, Ganke.
Friend of Miles. We met that time--
Yeah.

Oh, no.

You made this for me.
I was screwing around on Facebook and I saw that you and I were both fans of--
Me?

You made this for *me.*
Yeah, I saw you liked--
You didn't have this laying around?
You made this for me?
Yeah.

I'm going to go put this in my room.

I--uh-- I'll be right back.

Way to nail that down, bro.

Well done.

DING DONG

Well, okay then...

All of you: eat. Drink.

Those are Gray's Papaya hot dogs and coconut drinks... Peter's favorite.

I understand if none of you--

Uh, hello? What is this?

May Parker?
Yes.
I'm Pepper Potts. I work for Tony Stark.
He apologizes for not being able to make it to your get-together today but was very touched by the invitation.
In his place he hopes you will accept this culinary presentation created by chef Chester Cebulski.
Yes, *the* Chester Cebulski.

Wow... the chef dude on TV?
This is vaguely awesome.
Dear God, I dream about things like this happening.
I don't think all of this will fit in my house.
Yes, well, I guess you'll have leftovers.
I was about to find a way to sneak out but now I'll stay.
I was kind of into the Papaya dogs.

If you could just sign here.
If I sign, will you make it stop?
Yeah, well, his heart was in the right place.

DING DONG
Oh, good Lord. More?
They probably forgot to dump shaved truffles all over us.

I know the man means well, but good Lord, does he not live in the real--*oh, good Lord!*

Hey, guys.

Wow, flashback city.

Miles Morales, I am *so* glad to see you.

Kitty Pryde.

You saved my butt. Big time.

I will never forget it. Never ever.

Saw you on TV getting the Medal of Freedom.

That was crazy.

You met the *President!* That's *insane.*

No. Punching a planet-eating giant in the face was insane.

Meeting the President was--well.

One minute I'm a supposed mutant terrorist and the next I'm Miss America.

I, for one, am jumping up and down.

All this mutant racist stuff is going to be behind us.

Let's not get too ahead of ourselves.

I'm sure there are still plenty of people who hate us for being mutants.

I'm not too thrilled with us and I'm a freakin' X-Man.

Yeah, I can light on fire and fly around and I'm a monster.

He does the exact *same thing* and he's on the cover of Rolling Stone.

Well, I *am* really adorable.

I'm glad you came, Kitty.

How could I not?

I think about Peter all the time. I think about what--

Hi, guys.

Kenny.

Kitty. I-- I did not expect to see you here.

Who is that?

That's Kenny.

Kong. Used to go to school with us. Really good friend to Peter.

He and Kitty ran away together.

Haven't seen him in forever.

Wonder what happened between them.

Yeah, guess it didn't work out.

You look great.

I really didn't expect to see you here.

Can we talk later? Just us.

Uh, sure.

I mean it.

Sure.

We're here, Mr. Jameson.

Sir.

Keep going.

Sir?

Back to the city.

Let's take this all back inside.

Let's eat... for the next 10 straight hours.

Oh, my God!
That was the best meal of my entire life.
I feel like I just became a woman.
I think you should, we all should, invite Tony Stark to everything just so he doesn't show up.
Ha.
For real.
Does anybody-- this is going to sound weird...
Does anybody *else* ever, like, think about what Peter would be like if he was still alive?
Like...
What he would be when he grew up?
Yeah.
Exactly.
Like, I used to have these dreams...
These *totally* vivid dreams.
And one that I keep having over and over again...

"I-I know this is completely influenced by this crazy run-in I had with Nick Fury."

"You had a run-in with Nick Fury?"

"He came into my room."

"What?"

"Yeah. The guy just waltzed into my bedroom."

"Was this part of the dream, or--?"

"No, this was real.

"The top cop of the universe just showed up at my door. Right after Peter's funeral.

"He was all emotional and he told me--he told me he was trying to ***train*** Peter.

"He was ***grooming*** him.

"He said he thought Peter would have ended up being one of the greats.

"One of if not ***the*** greatest super hero in the world.

"So I imagine him 10 to 15 years from now... leading the Ultimates.

"Being the biggest, bestest super hero in the world.

"More popular than Captain America.

"I mean, Peter had ***'that thing.'*** That something.

"If he grew up and people got to know the real him, the man behind the mask, it could have happened.

"It really could have.

"What about you, Aunt May?"

"I, well, I always imagined that he would--well, at first I imagined that he would eventually give up this super hero business.

"That maybe it was a teenage flight of fancy, that he would eventually get back to his first love which was science.

"Like his father and his mother.

"But as time went by I think I realized that would never happen.

"People needed Spider-Man and maybe he needed to *be* Spider-Man.

"Then I imagined that he would, as an adult, find a way to merge his two loves.

"Maybe bringing science to the forefront of his experiences as Spider-Man.

"Maybe even creating new ways in which the police officers do their job.

"New powers and gadgets that anyone could have.

"Maybe even changing things so much that we wouldn't even recognize the city because it was so safe and so clean.

"I know it's silly.

"I know everybody imagines their kids growing up to change the world.

"It *could* have happened."

I actually don't think that's silly at all, Aunt May.

That's actually kind of where my brain goes when I think of Peter grown up.

But I guess I think more about how much he loved working at the Daily Bugle.

And how much he liked slapping bad guys and putting them away or just making it impossible for them to continue with whatever bull, uh, stuff they were working on.

We used to stay up late at night and talk about this.

The one thing that would kill him was how a guy like the Kingpin could get away with anything he wanted just because he had money and power.

It really messed with Peter. It really did.

He used to worry that being Spider-Man wasn't enough--that it was ***never*** going to be enough.

He once told me that he wished he was old enough to be a full-fledged reporter so that he could use his skills as Spider-Man to break a story that other people couldn't break.

Or use things that he found out at the newspaper to be Spider-Man and get to things other super heroes wouldn't know about. You know?

Like, maybe this super hero reporter mash-up.

Someone should make a TV show like that.

I'd watch it!

SIDE-KICK.

What about you, Miles?

Well, I, uh, I never met the guy.

Yeah, you've been following in his footsteps.

Yeah. True.

And you met that other Peter from that other what? Universe?

Yeah.

That was cray-cray.

Yeah.

I mean, I guess, I know this sounds totally self-serving, or about me, but I keep thinking about how I got bit by a spider that gave ***me*** my spider powers ***before*** Peter had died...

I just never did anything with them.

I was scared of them.

You were so little.

Yeah. Maybe. I just didn't know what to do.

But I can't help but wonder if Peter was still alive and I ended up getting my stuff together like I have now, would we end up being, like, a team?

Would we be partners or would I be, like, his sidekick or training under him? Would I be his intern?

Would I have a different kind of super hero name? There couldn't be *two* Spider-Men.

Would I even have a super hero name? Would I ***need*** one? Would he be angry at me for trying to step up into his franchise without permission?

Would he hate me?

I like that Peter Parker we met--I ***liked*** that guy.

If that's what your Peter was like, I think we would've been good friends.

Unless, I don't know, he hated me.

What about you, Kitty.

I-- no.

I don't think that way.

Well, I do.

I know *exactly* what we would be doing if Peter was still alive.

When Peter was alive and we were living here, we were like this little team of mini-Ultimates... except better and cooler and better dressed and cooler.

If Peter was still alive, our team-ups would become, like, this total thing.

We would be like the coolest movie stars/rock stars/ super heroes that the city had ever seen.

Even S.H.I.E.L.D. would finally get their head out of their collective butts and start hooking us up with all kinds of cool tech that accentuates our powers in these awesome ways.

We would have super-crazy motorcycles and helicopters and maybe, like, signals in the sky so we would be able to contact each other!

The people of the city would know that we were out there and they were safe. Delicatessens would have sandwiches named after us. They would make exceptions for us to go to clubs even though we were still underage.

There would be polls in the Daily Bugle about which one of us was cuter and quite often I would--

Are you done, Bobby!?

Not even close!

Oh, my God.

But clearly not if you are ready to hear my truths.

I don't know about you but-- but I feel like doing something... good.

I feel that's the way we should honor him.

Today, right now...let's do something nice for someone.

Like?

I could use a back rub...

Like?

I know.

Queen's Mission.

MILES MORALES: ULTIMATE SPIDER-MAN #1

Secret S.H.I.E.L.D. Containment Facility.

Whoa, whoa, whoa, hold the-- say *that* again.

This place is being shut down.

S.H.I.E.L.D. is shut down so that means everything that was funded by S.H.I.E.L.D. is shut down, as well.

And what am I supposed to do with our special guest?

He is being transferred to a federal prison.

You're kidding.

Do you know who is in there?

Prisoner 26-654-2345354.

And now he's *your* responsibility?

As soon as you sign that.

Well then, Merry Christmas to me.

You'll be receiving your compensation package.

Yeah, ha!

I'll be holding my breath.

07

Okay, he's all yours.

You are now the proud owner of a Norman Osborn.

So, good luck with that.

I thought he was dead.

Only because that's what Nick Fury *wanted* you to think.

He--he killed Peter Parker. He killed *Spider-Man*.

That's right.

And now that I am no longer a duly deputized agent of S.H.I.E.L.D., I can express my feelings about that.

WHACK

Buh-bye.

What--what did he say?

He said: We're all gonna burn.

It's all he ever says.

That reminds me: Keep an eye on his meds.

You really want to make sure you do that.

Yrl gna brn

Brooklyn.

He's just taking a break.

Dude. He's dead.

He's *not* dead.

He's taking a break.

That's what the super hero guys do. They take a little break and then they come back.

If it was you or me, we'd be dead.

They had a *funeral* for him!

And I'm sure they did that back in World War II, too.

He was dead in World War II and then he came back. He will come back again.

You are too stupid to function.

He's come back to life before. He's Captain America.

They come back to life when we need them most.

You're annoying me.

Listen, I've studied up on these things.

There is a pattern. It's cyclical.

You're cyclical.

I don't know why it's upsetting you that I have faith in--

Um...

Uh, what do we do?

Um...

You walk away.

%#$%!

Call it in!

I wouldn't do that...

Oh my God.

Put the weapons down, walk away, and you live to tell the tale.

Or don't.

And the other thing happens.

I-I thought Spider-Man was a good guy.

SMACK

Good. Bad.

Everyone with the labels.

BAM BAM

Agh!

Oh man, oh man...

A gun?

SMACK

Owww!

Pull a gun on me?

WHACK

Ow!

There weren't supposed to be guns!

Ooof!

Must have missed your memo.

FUMP FUMPP FUMPP

I research this #%@$!

I told you to leave! I told you, you dumb--

Look...

Let's just take what we need and get out of here.

This was fun.

I told you.

We're going to make a killing.

And no one will ever know who we are.

Well, hello, Miles Morales.

And hello, Katie Bishop.

Brooklyn Visions Academy.

Hey, where were you last night? I texted you.

Where was I?

Um...

I must have, uh, dozed off doing homework.

Oh.

What?

I got all excited that maybe your--

What?

I thought-- hmmm.

I thought maybe your, you know, dad came back.

Yeah, well, no.

No.

That did not happen.

I'm so, so sorry I brought it up.

You didn't bring it up.

It's all I think about.

Every day, before I go on to Ganke's mom's house, I stop by my apartment.

"Every day I check the Internet.

"I have Google alerts set up with my dad's name."

Dad?!

"Isn't that crazy?

"And every day... nothing."

The police aren't doing *anything?*

They think after the Galactus thing...with everyone from Jersey who died...

They just think he is one of the many who just didn't make it.

What?

Maybe that's what happened.

That isn't what happened.

I mean, maybe.

I kind of need you to trust me on this.

He--he ran away.

Why?

He just--it's hard to explain, he freaked out.

And bailed on his only son? With no mom?

You see what I'm saying?

It--it just doesn't make sense.

Your mother died because of you!

Don't say that.

Because of you.

Is it okay if you just believe me?

Sure.

I'm sorry.

No, I am.

Why?

It's just--

What?

There's a lot more to this than--

Excuse me!

Are you two supposed to be in class?

We were just--

Yeah.

Go to class.

Everyone sympathizes with your predicament, Mister Morales. Don't take advantage of it.

Long Island Expressway.

Yrl gna brn

BOOM

Ganke's House.

I'm going to tell her.

Miles!

It's mean, Ganke.

She's my girlfriend and I'm a liar.

It's-- it's just mean.

If she was, I don't know...

Dagger?

Yes. Dagger.

I would like to know.

Because Dagger is insanely hot.

She *is*.

Yeah, you need to hook me up.

You?

She's involved.

And she's too hot for you.

With that Cloak guy?

Yeah.

Hence: Cloak *AND* Dagger.

And she's too hot for you.

I have decided there's no such thing as too hot for me.

Well, then you're just wacky.

And how is this on you all of a sudden?

Because you telling Katie you are Spider-Man is a terrible idea.
The less people know the more effective--
Stop.
It's dangerous.
You know.
And I-- yes.
But I'm special.
I'm like your--your guru.
Oh really?
You wouldn't even know how to put on your *costume* without me!
Stop.
I make the web fluid.
Only one way to find out.
You're going to text it to her?
No, stupid.
What are you doing?
I'm going to the expert.
Are you around?
Are you around?
Are you okay?
Are you around?
Are you okay?
Yes. But I need to talk.
Are you around?
Are you okay?
Yes. But I need to talk.
I'm at work. But I'm on break in 20 minutes.

Hey, MJ!

AGH!

Oh, oh man, I'm *so* sorry.

N-no. It's me.

I told you I was coming.

No, you did.

This is me.

It's good to see you.

Oh, okay, yeah.

You too.

What's up?

When exactly did Peter Parker tell you he was Spider-Man?

Oh, uh--
Was it soon into it or--?
Um.
Pretty much right away.
He didn't want to be lying to me.
And was it a good idea?
Are you glad he did?
Well, *yeah.*
Was there, like, any downside?
It had its ups and downs.
Am I glad?
But basically you're glad he did it, right?

Oh God, yeah. *Doubly* now.

Can you imagine if he had passed away and I had no idea?

I would be a *mess!!* Even more than I already am/was.

But, truth told, I would have totally broken up with him *ages ago* if he had never told me.

Not being around and lying and flaking out on me?

But I would like to think I would have figured it out *eventually.*

I mean, right?

Yeah.

There's a girl.

There is.

Wow.

Yeah.

This is--

You might as well be asking her to *marry* you.

Just-- just make sure, man.

Make sure this is the real deal and not puppy love or some just regular old teenage dating thing.

This is a big secret you can't take back.

Not joking.

In retrospect, the minute he told me it was like...

It was like we were bonded for life.

Like we were married.

Just make sure.

DAILY BUGLE

SPIDER-MAN TWINS CRIME SPREE CONTINUES!

Twin what now?

You know what? No.

It means I'm going to get arrested for something I didn't do.

Instead of getting arrested for breaking into my own apartment for clean underwear.

I have enough on my mind.

Twin Spider-Men? What does that even mean???

And I am *talking to myself* again, not exactly the sign of--

Dad?!

I know you're not here but I have to at least...

CRUNCH

Dad?

Um...I think one of us in the wrong apartment.

My mask.

Put the mask back--

RUSSLE

Yeah, sorry about that...

Peter Parker?

I was hoping to get some of my stuff back.

It's more than time for the original Spider-Man to get back into the game.

MILES MORALES: ULTIMATE SPIDER-MAN #2

Osborn Industries.

Miles' Family's Apartment.

Can I have my web-shooters back?

Those, uh, gloves need to be washed.

Can you *hear* me?

I'll wait.

What the #$@#$@#$?!

WHAT THE @#$@#$?!

There it is.

Language.

@#$@# you, language. You're alive?!
I don't want to get into all of that. I just want my stuff back so I can--
You don't want to *get into it?!!*
Does-- does your *Aunt May* know?
No.
And, no offense, that's *none of your business.*
None of my business?
No one asked you to--to--to--
To what? Be Spider-Man?
Exactly.
Except that almost everyone you have *ever known* has asked me to be Spider-Man.
I was just--we just had a memorial for you, man.
At my house. Yeah, I saw.
Wait? You were *there?!*
From a distance.
Wait! Are-- are you from another dimension?
Another *dimension?*
Another Earth?
What other Earth?
I met a Peter Parker before...from another Earth.
What?

I don't even know what you're talking about at this point.
Listen, I'm sorry I came here when you were here. I'm sorry I freaked you out.
Just give me my webs and I'll leave you alone.
And you're not going to tell Aunt May you're alive?
You don't understand.
I *don't* understand.
Dude, I can't put her through all of this.
Eventually she's just going to keel over and die from this. I can't--
You *have* to tell her.
Can I have my web-shooters back?
She *gave* them to me.
Because she thought *you* died.
I *did* die.
Okay?
What does *that* mean?

Hey! I *don't know you, kid!*

I didn't ask for you to--to-- to pick up the-- *the mantle.* (Or whatever.)

I'm sorry if this isn't up to your standards of how *you* think I should do these *impossible things* no one in the world outside of *Captain America* has ever had to deal with, but--

Either *you* tell her or I'm going to tell her.

I just want you to know I was trying to do everything I could to avoid getting weird with you.

Step back.

Last chance.

Just sit down and *talk to me.*

This isn't about *you.*

Hey!!

Kid, you're just--

Stop!

ZAAATT

Hey, what did you just--

WAAGGH!!

Wow.

Ow.

Hey, man, just-- s-settle down.

How'd you do that?

Venom blast. Sorry. Reflex.

I don't have a venom blast.

You got bit by one of those Osborn genetically altered spiders too, right?

Yeah.

But you get a cool venom blast and I don't?

I think it's-- I think it was just different kind of spiders that bit us.

Okay, that makes sense.

AGH!

CRAASH

Remember, I asked you nicely like a hundred times.

Nauu!

Ow.

Ow.

Peter Parker is alive?

Clone.

Clone!!

Clone!

Clone!

Clone!

Stark Command Center.

We--we--have a real problem down here at Dock Nine!

STARK

You said there wouldn't be this many guards!

No. I said I *thought* there wouldn't be this many guards.

Well, you thought wrong.

I know!

Spider-Man.

No. *Men.* Plural.

As in two of them.

But we're handling it.

CRACK

Oh, dude!

ZZAAATTT

Nyggggll!!!

CRACK

Glugck!

Costume freaks make *my skin crawl!*

Nnyyaa!!

Should I *call the cops?!*

Then who *should* I call?!

Tasers!

Nyyaagh!!

ZZAAATTT

See, we should at *least* carry tasers.

Call somebody!!

No.

WHACK

The whole thing is we don't *need* weapons.

But they *have* weapons.

Because they *need* them! And look at them.

Okay, okay... listen...

Hey, I don't get paid that well that I gotta get a face full of your foot.

I'll just be gettin' out of your way and you guys can go about doing whatever--

No.

You're going to help us.

You know what we're *here* for.

We know what's on that ship.

We know you called the cops, so that gives you exactly one minute to give us the package Tony Stark labelled... "Latveria."

I swear to God, I have no idea what you're--

Sure you do.

Ganke's House.

Clone.

Stop saying that, Miles. You're freaking me out.

Ganke...I really need you to believe me.

You need to calm down.

Dude, maybe it *is* him.

Maybe Peter Parker *is* alive.

It's a *clone.*

Have you been hit on the head?

Ganke--

Any chance you just dreamt this or--or imagined this?

You don't believe me.

It's just-- give me a second to put it together in my head.

You see how it sounds, right?

Where did this idea even come from?

Okay, I'm going to tell you something but you have to promise me you will never repeat it.

No. But--

You're a clone?

Oh my God. There's a but?

You know The Black Widow? Jessica Drew?

Oh, yeah, I like her. She's--

Before you say she's hot, she's a clone of Peter Parker.

What?

It's a big secret.

She doesn't like to spread it around.

She *told* you this.

Yes.

She's a *clone.*

Yes.

A girl clone.

Yes.

Of Peter Parker.

Yes...

Well then, Peter Parker had a great tush and I'm man enough to admit that.

Good for you.

But this doesn't change anything.

How many clones of Peter Parker are there running around?

I-I don't know.

So you're guessing this is what this is.

I am.

Does Aunt May know? Gwen? Mary?

Not yet.

Not *yet?*

I ran right over to May Parker's house. That's the ***first thing*** I did.

She wasn't home.

Call her.

I was going to. But--but what if I'm wrong?

And you tell the sweetest old lady on the planet who's already been through hell that her dead nephew that she raised from a baby is cloned and it's not true and she dies from the shock.

Yes! Or kills me.

Yeah. Okay, I see your--yeah.

They have been so good to us. I can't ***do this*** to her.

Okay, devil's advocate: What if it's ***really*** Peter Parker?

Ganke.

Just. Hey, let's look at ***all*** of this.

What if it ***is*** really him?

He ***died.*** They ***buried*** him.

And last week a big purple God guy tried to come here and ***eat the planet.***

Maybe everything we know about life and the world and life and death and all that isn't as black and white as we ***think*** it is.

That's ***my*** point.

I...

I don't know. I don't know what this is!

We should tell Gwen.

She'll def tell Aunt May.

No way she keeps it to herself.

If I ask her to, she will.

You are completely out of your mind.

Says the man who keeps yelling "clone" every five seconds.

We--you should tell that Jessica Drew.

I can't find her either.

Can't find her?

Her phone is off.

Well. ***That's*** weird.

Really? ***That's*** the weird part?

Weird part of what?

Um...

Uh...

Uh, okay...
(Guess it was a boy thing.)
Hey, guys. You ready to get your extracurricular study on?
Okay, what is this?
What? Nothing.
Were you guys just talking about me?
What?
Yes.
No.
Okay, yes.
Kind of.
It's a surprise.
Not really.
Should I come back later?
No, Katie, stay.
We-- we have to talk.
We do?
NOW?
You're going to do this *now*?
Are you breaking up with me?
No.
In front of him?
No.
There's-- there's something I have to tell you *about* me.
There's--
(Wow, this is hard to say...)
There's a reason I'm always so... y'know, me.
There's something about me I haven't told you.

MILES MORALES: ULTIMATE SPIDER-MAN #3

Spider-Men.

Daily Bugle

It's two guys dressed up sort of as Spider-Man with some sort of bio-enhancement, maybe powers, terrorizing the city in a crime spree. I want to follow up the story with this video and interview--

Terrorizing?

Do you feel terrorized, Ned?

I do now.

Are you really killing this story?

Killing? No.

I'm not killing your story because there's no story there.

Two guys dressed up and beat up some other guys. We ran that.

You want me to run it again? Find out who they are and what they are up to! Find out what their damn agenda is!

File the *story*.

Don't show me blurry clips that are already online...show me a story.

THE SPIDER-MAN MENACE

No.

No to what, Jonah?

No to whatever that is.

I'm not spending one more second of our time on salacious half-truth headlines.

I want the whole story!

I know what's behind me. Shut up.

Show me story!

Show me how the death or disappearance of Thor, Captain America and Iron Man has left a vacuum of power amongst the super hero community.

Show me a story about how these new young heroes have risen to the occasion.

Show me something that means something!

Show me something I can use!

Norman Osborn is alive and on the loose!

FBI is running around looking for him even as we speak!

I have it confirmed!

See?

How hard was that?

Police Station.

They are converging! The Earths are converging!

Only one will remain!

We're all %$@$#@!

Detectives, what do you have on the spider guys beating the hell out of a bunch of Stark employees?

Stark Enterprises is not cooperating because they are a big stinky corporation--

Or this is *the* Spider-Man and he's gone all Punisher?

And that means they probably created these new Spider-Men and now it backfired on them.

There's *always* been more than one of them!

Except there's more than one of them.

And now they are attacking Stark and all his stuff and wreaking all kinds of--

So you got nothing.

Not "nothing" nothing...

But, yeah, nothing.

One of the security guards the spider guys beat on died in the ER.

So it's officially a homicide investigation.

Homicide detective Maria Hill is primary. Funnel all your crap though her now.

Spider-Men.

Do you have anything linking the real, actual Spider-Man to this?

Well, we'd question him but we lost his number.

And no one knows who he is.

And if there's only the one of him then why are there now two or more...

NOTES

Mil

NOTES

Miles Morales parents

Queens, NY.

Miles?

What is it?

Katie, I need to tell you--

Don't.

I'm--

Don't!!!

What's happened?

Don't do it.

I'm Spider-Man.

That's-- that's why I'm never where I'm supposed to be.

That's why I'm always tired and--

Um...

Are you going to say something?

You idiot.

Why does everyone I tell this to run away?

Why do you keep telling people that?!

Because I want to be a decent guy, Ganke.

Not a "lying to my girlfriend" guy.

Well, now you're a "don't have a girlfriend anymore" guy.

And now you're the "never learn anything" guy.

I'm going to go talk to her.

I did it wrong.

Uh, yeah.

Stop making me feel bad.

Hey, I'm just sitting here.

That was a mistake.

I love you, I'm your friend...

I tell you when you kick ass and I tell you when you screw up.

You just screwed it all up.

Keep your phone on, I'm going after her.

Miles, get in.

I mean it.
Get in.
You're-- you're that detective.
Am--am I in trouble?
Yes.
You've been in trouble since the day that spider bit you.
Get in.
Don't do it.
Run.
Get in.
Do not.

You're an idiot altogether!

That's not nice...

Oh man... Oh man...

Woof! What was that?

Oh %$#@&!

Sorry. Sorry.

Jeez!

What was that about? Now the police are after me?

And she knows you live here. This whole day is just--

BEEP BEEP BEEP

Okay, now I'm going to find Katie and then find out what--

Uh-oh.

"Uh-oh" what now?

I have my phone set for any Spider-Man news alerts and--oh.

STARPICS
Z100
DAILY BUGLE
BREAKING:
NORMAN OSBORN ALIVE
...H FOR DETAILS
But Norman Osborn died killing Peter Parker.
Now Norman Osborn is alive?
And Peter Parker is alive.
What does this mean?
I-I don't know.
The last place Norman was seen alive was--
Where?
In front of Peter Parker's house.
He knows where Peter's Aunt May lives.
Go.

Osborn Industries.

I can't believe you federales.

You shut down S.H.I.E.L.D., which would have been able to handle this no problem...

And then you drag me into court to blame me for everything that's wrong with the world and now you want my help with this!

You are still a salaried employee of the federal government, former S.H.I.E.L.D. Director Chang.

Hey, uh, just call me Monica.

Let's go on this wild goose chase then.

Yes. You do.

But, if you knew anything about anything, you'd know you send low-level grunts to do the low-level grunt work...

You don't spend $85 million on decommissioned Hulkbuster armor to crash a long abandoned laboratory.

This is hardly a wild goose chase. Norman Osborn is on the loose.

And, trust me, this is the last place you will find Norman Osborn.

The very last place on Earth.

But we have to look.

(I don't care how many Spider-Men were accidentally created here.)

Uh, someone has been in here.

There's substantial fire damage.

This is recent.

What were you doing here, Norman?

What's here that we don't already know about?

Holy--!

You-- you're under arrest!!

Do you still have the authority to do that, ex-S.H.I.E.L.D. Director Chang?

He's-- *he's here!!*

Shut up!! ON YOUR KNEES!!

There's only one Nick Fury. And you were just... not him.

On any level.

You do know why you ultimately failed, Miss Chang?

You just were not Nick Fury.

And that's hardly your fault.

It's just the way it is.

Whoa! FBI command! We have Osborn in custody!

Easy, *easy!!*

Some people fail upwards, some trip over themselves and fall upwards...

Sometimes a Nick Fury just up and goes and the powers that be don't know what to do without him...

So they pick the dumbest schmuck they can find...

Someone they think they can control.

You know, a patsy.

Prepare the collar!

Osborn, you have the right to remain silent.

But you should know, your real failure, which you think would be letting S.H.I.E.L.D. fall apart around you...

Shut up!

Your biggest failure is that you were sitting on a gold mine.

Yeah?

You were standing so close to true power and you just did not have the vision to do anything with it.

You let me slip through your fingers.

And I have no pity for someone like you.

Well, this was easier with web-shooters

I lived almost my whole life without web-shooters and now all of a sudden I can't function without them.

Peter Parker!

Peter Parker was in my room!

Or something.

The world thinks they died fighting each other.

How are they both alive?

Something is going on here. Something crazy.

Maybe they're both clones.

Maybe whatever was in those spiders that bit us and gave us spider powers makes it so we can't die.

Whoa!! Maybe I'm not going to die.

Maybe--maybe I'm sneaking about May Parker's house like a creepy stalker because she doesn't answer her phone.

Wow, jaded street.

No one notices the guy in a spider suit sneaking around the neighborhood?

And now Norman Osborn is on the loose.

Norman Osborn and Peter Parker.

Maybe they don't live here anymore.

Maybe they're out of town.

I was so worried about the Goblin coming here and I don't know what I thought I was going to do when I got here.

There's nothing here.

No Peter Parker.

No clones of Peter Parker.

No goblins green or other-

S'up?

What was I thinking anyhow? Norman Osborn killed Peter Parker.

RUFF

He killed him. Right here on this street.

I come here and what? Let him kill me?

RUFF RUFF

Is that -- is that the Human Torch?

RUFF RUFF

RUFF RUFF

RUFF RUFF RUFF RUFF

Ow.

Oh, my God.

This is it.

This is the exact place it happened.

This is the exact place the Green Goblin killed Spider-Man.

MILES MORALES: ULTIMATE SPIDER-MAN #4

Brooklyn. The Home of Katie Bishop

I lived in New York my whole life and I've never seen anything like-- whoop!

Katie's home.

Katie, come say hi to your cousin in Brazil!

Katie, are you okay?

Get out, Misha!

Please get out!

Did something happen?

Is this a girl thing?

If this is a girl thing, this is what big sisters do. I might be able to help.

Are you having a not-so-fresh feeling?

Girl thing?

Please don't make fun of me.

I wasn't. I was seriously asking.

Really. You are anything *but* the prototypical hysterical teenager.

Clearly something happened...what happened?

I can't tell you.

And even if I did tell you, you wouldn't believe me.

Is it your boyfriend? The magnificent Miles Morales?

Wait, did he try something?

Did Miles try to--?

What? No.

NO!! Stop it.

What is it?

If I tell you... you can't tell anyone.

God! What could this be?

Are they home?

Mom and dad? No.

You can't tell anyone.

Promise.

He's Spider-Man.

What? For real?

For real! Is this something you're guessing? He flat out told me. Oh my God. Yeah. Oh my God! Yeah.

Katie, you can't tell mom and dad. I know. If you like this guy even a little...you have to break up with him and you can never tell them. I know.

They will kill him.

And me, too.

You maybe...him for sure. You-- you had no idea? NO!!

What am I going to do?! I don't know. If I break up with him... You have to break up with him!

I don't want to break up with him and even if I do break up with him, he loves me as much as I love him and he's going to do something stupid to try to get me back!

He told you he was Spider-Man? The new-ish Spider-Man? Yes! Why would he do that? Because he *loves* me. Because he wanted to *trust* me. What-- what am I going to *do*?

Hope that a super villain kills him? That-- that's an awful thing to say. Hey! That's the best case scenario. What?!

"Super heroes don't exactly have the best mortality rate.

"Remember what happened to the last Spider-Man?"

"Stop being mean.

"Miles is smart.

"Miles would never let what happened to Peter Parker happen to him."

I can't believe this is happening to me.

I know who you are.

He talks.

I assume if you are dressing like Peter Parker, you are standing in for him.

Like a demon, but he talks...

I didn't think he talked.

Why are you here, young man?

Are you here to devote yourself to me or to him?

I helped birth you into this world!

What?!

Daddy?

Ah, a smart-mouth.

Say no more.

You are a disciple of Peter Parker.

Then allow me to...

@$€$%€

This is happening.

...honor you with the full Parker experience!!!

Huaarrgh!

SMACK

Jeez! Yow!

Wow.

That-- that was excessive.

This is new! You've become invisible.

This is something the Parker boy couldn't do.

Spider-Man and the Green Goblin are back on our street and are fighting each other!

No!

Right now!

I'm looking at them!

You blended in.

Fascinating.

Did you run away?

I don't care if you don't believe me!

Come down here and arrest me then, you @#$@#$@# dumb, stupid @#!#!

No one would blame you.

Not a single soul.

DAILY BUGLE

That's for Peter Parker!

SMASH

If Peter Parker's still dead. If not cool moment ruined.

GRRAAHHH

SMAAACK

Numerous calls coming in from the Forest Hills neighborhood reporting Spider-Man--

Ben Urich, Reporter.

And what may or may not be the Green Goblin--

Detective Maria Hill.

Ganke, Best Friend.

The damage to the neighborhood is already severe.

If you are anywhere near this area, please stay in your home and stay off the streets.

We are still waiting for confirmation that this is in fact Norman Osborn, once a well-respected member of the military-industrial complex and now--

Rumors of Osborn's escape from prison seem to be true.

J. Jonah Jameson, Daily Bugle Publisher.

Neighborhood alerts! Super-power event sighting! Stay in your home! This is not a test.

Mary Jane Watson, Original Spider-Man Girlfriend.

Interestingly enough, this is exactly the location where Peter Parker last battled the Green Goblin and eventually lost his life.

Details are sketchy as to how this new Spider-Man and Osborn have come to find each other--

Katie Bishop, Miles Morales' soon to be ex-girlfriend.

Aunt May and Gwen Stacy, Peter Parker's only remaining family.

Let's hope we are not witness to history repeating itself.

Any chance you and I just go get a cup of coffee and try to talk this out?

SMACK

Gargh!!

WEEEOOOOEEEEOOOOEEEEEEEOOWWWWWEEEEEE

You think I'm joking... but I'm really not!

Huuraaggghh!!

Holy--!

Everyone hold your fire! Wait for my signal!

We need to get the civilians out of their homes!

We need a secure perimeter around this entire block.

I really don't know what your damage is.

I'm more than willing to hear you-- ***NO!***

FADED

NYC POLICE

Dude!

Not cool!

I know we just met, but I think you *really* need to get in touch with some of your anger issuuu-- **AAAAGGHH!!**

Aagghh!

I'm on fire!

On fire!

Fire! Fire!

Ow!

I wouldn't do that if I were you, Normie...

I mean, you can kill me all you want...

But if you lay one more hand on the president of my fan club, I'm going to have to smack the ugly right off of you.

And by the looks of you, that is going to take all night.

Boom!

What is this trickery?!?!

SMACCKK

Oh, that felt good!

Uh, hold your fire.

HOW ARE YOU ALIIIIVVEE??!!

Oh. My. God.

I will not be mocked!

Are you sure? You're *really* good at it!

In position.

Do we have the word??

Oh no.

Word is given.

Fire.

BUDDABUDDABUDDABUDDABUDDABUDDABUDDABUDDA

Hurraaagghh!

WHOOSH

BOOM

I will burn you all!

I will burn this world!

I will watch the flesh of your body bubble and--

THWAP

I see you haven't work-shopped any new material since our last get-together.

There!

SMACKK

ZZAPTTT

Gyaaarrgghh!!

Yeah, uh, you poked his ankle real good there, kid.

Wait for it...

Burn...

Wait for it.

Wait for it.

You will all burn!

Wait for it.

You will feel-- uh...

NNYYAARRGGHH!!

Back!

BACK!

NO!
NO, NO, NO, NO!

This is wrong! This is all wrong!

Wow.
Whatever you just did to him freaked him out.
Venom blast.
Oh yeah, you did that to me, too.
That does suck.
But he really freaked out.
He wasn't ready for you.
No, I think he wasn't ready for *you*.
ON THE GROUND!!!
Hands on your heads and on the ground!!
Both of you!
Or we will fire upon you.
"I-I feel like I'm going insane."
NYC POLICE

This is what being insane must feel like, Gwen.

TWO SPIDER-MEN! FIREFIGHT BATTLE. NORMAN OSBORN SIGHTED.

Aunt May... there has to be--this is not Peter Parker.

It--it-- has to be somebody else. If somebody-- someone is--

No.

I know...

I know it's him.

My Peter is alive.

MILES MORALES: ULTIMATE SPIDER-MAN #5

The Home of Peter Parker.
Queens, New York.

NO SHOTS FIRED!

I repeat, I am Captain Frank Quaid of NYPD and there will be *no shots fired!*

That is a very good idea!

Here's another idea: put the guns away and everyone back on up, go home and, I don't know, go to bed!

Is there someone you can call to stop this?

Who? Like the police?

No, we're going to have to do this the old-fashioned way.

There's an old-fashioned way?

Spider, uh, men...you need to take off your masks and lie on the ground, on your belly, arms out!

This is no game!

You know how to get out of something like this, right?

I did before you stole my web-shooters.

They're my web-shooters.

They were a present.

Masks off, boys! I mean it!

I don't want your blood on my hands.

You can turn frickin' invisible. I've seen you do it.

It's a cammo mode.

Well...

It doesn't make me bulletproof!

I'm not kidding.

You can do this. I've seen you get through worse.

You've seen me?

Seriously, run and don't stop running.

Don't let them get their hands on you.

Count of three!

One!

BLAM BLAM

Good luck!

Yeah? Where?!?!

AGH!

AGH!

What the @#$@#$ did I say?

We are in a residential neighborhood!

Tell me you're seeing-- AGH.

What?

Something just bumped me.

Everyone back to your vehicles now!

SWAT, fan out and secure the perimeter!

Osborn might come back!

Agh...

Secure a perimeter!

Same protocol as if there was a gas leak!

Clear out all the houses!

Wake them up!

AAAAOOWW!!

I got shot!!!

I got almost shot!

But it still totally actually really actually hurts!

I survived fighting the Green Goblin and *then* a bullet!

And then Peter Parker.

(If it is Peter Parker.)

Whoever he is... he saved me.

How is the Green Goblin alive? How is Peter Parker alive?

Are they connected? It has to be. I mean, come on!

Is it really them?

What is this? Why is it all crashing down on my head at the same time?

It feels like it means something. This can't be a coincide--wait!

I went face-to-face with the *Green Goblin*.

I did it.

And I got a couple of good ones in. I did.

And now, I'm stuck here, cops everywhere.

My leg is throbbing so bad I can't keep myself in cammo mode.

How am I going to get out of here? How am I going to get all the way home to Brooklyn?

I'd call Ganke but he doesn't have a car.

He has a Lego car.

I don't even have a phone on me to call anyone. My girlfriend knows I'm Spider-Man and ran away, so she probably won't come help me.

I am freaking the freak out!

How do I get out of--?!

Miles, get in the car.

Aw, come on!!

That detective.

Maggie? Maria! Maria Hill.

Because whatever this thing you're doing here is, it's pretty stupid.

I've known who and what you are for over a year and I haven't done anything bad to you.

Learn to trust the good guys.

@#$@#!

Take off the mask.

No.

I don't think it's a good idea for either of us if traffic cameras catch me driving Spider-Man, or *a* Spider-Man, around.

@#$@#

Are you hurt?

Bullet grazed me.

So, yes.

My God.

And a Green Goblin tried to light me on fire.

A *cop* bullet?

I can't go to the hospital.

Yeah?

No kidding.

LIVE! SPIDER-MEN BATTLE SCENE. NYPD HAVE THEM SURROUNDED.

LIVE

CNN

Dude, you're missing it.

GOBLIN BATTLES SPIDER-MEN IN QUEENS...

NYPD IN STANDO

Oh my God.

It's like a--it's a sign.

A sign of what?

Two Spider-Men. Right now. In Queens. Fighting the police.

Maybe because of us.

Two?

That new one and one that kind of looks like the old one.

Old one is dead. No?

Get dressed.

Why?

We're going out.

Now? I just showered.

We're in the middle of a world-class, headline-grabbing crime spree that the media is half-blaming on Spider-Man.

All the cops in the city will be chasing them...

...the least we could do is take full advantage of it.

We'll head to Midtown and cross another item off our list.

It is not our list.

It is our task.

I think we're pushing our luck.

Brother...
We are pushing our luck.
Are you in or out?
If you're out...I have to tell him.
Stop it.
You have to tell him, or I do.
And you know how he takes to disappointment.
In or out?
In.
Get dressed.
Spider-Men just did us a huge favor.
LIVE
GNN

What are we doing here?

Looking for this.

Here.

What are you going to do with that?

What am I going to do? I'm not your mommy.

Clean it and bandage it yourself.

Can I borrow your phone?

And as you do... you tell me everything that--

Brooklyn Visions Academy.

Come on, come on, come on, Miles... where are you?

What's happening?

GREEN GOBLIN BATTLES SPIDER MEN IN QUEEN

BZZZZ

AGH!

Hello?

Thank God you're okay.

Where are you?

Thanks.
Who was that? Your little boyfriend?
He's my *friend*, Ganke. He worries.
Uh-huh.
It doesn't look that bad.
It hurts!
ASSKH
SPLASSH
I know.
I was shot in the shoulder once.
Agh!
Why-rrr- are you helping me?
Because, brother, you need help.
I know.
But why are you helping me?
I never told you this...
(Because you and I have never talked for more than five seconds...)
When I was a beat cop, Spider-Man, the "original" one, saved my life.
Oh.
Him just doing his thing.
And when I made detective he took down the Kangaroo and I got the collar.
Pretty much made me.
The Kangaroo?
I didn't name him.
Was that really Spider-Man back there? Was that Peter Parker?
I really do not know.
How are he and Norman Osborn alive?
Don't know. Never met him before.
Ok, now I want to figure this all out.
Tell me everything that has happened that led up 'til tonight.
Everything.
Don't leave out a detail.
Let's figure this out before someone else dies...

"...I want to understand."

Manhattan, New York.

I want to understand how Osborn is alive!

I want to know where he has been, how his powers--

This is J. Jonah Jameson, publisher of the Daily Bugle and thebugle.com. Yes.

No.

Because, with a story this important, I want to hear it from you myself, General.

Hey, you can hang up but in the morning there are going to be 50 of my, and everyone else's, reporters crawling up your pant-leg looking for something they can print.

So you might as well give me the story right now.

Tell me everything you know about Norman frickin' Osborn.

When was this?

Can you prove it?

You need to go on the record. No. On the record.

People need to hear this.

Sorry to barge in, Mr. Jameson...

Do you have a moment?

And that's everything.

My God.

Uh... yeah.

And you don't know where this "Peter Parker" is?

No. I don't even know if--

I think I do.

You do?

Put these on.

Why?

Because where we're going...

That costume is crazy inappropriate.

CRAAACCKK

WHACK

WHACK

You're right... there's no one here.

Told you.

CRACK

EVIDENCE // SUPER POWER DIVISION

This is a nice apartment, Mr. Jameson.

I used to have one just like it.

Why are you here, Mr. Osborn?

You're a very lucky man, Jonah. This is a nice life.

Look what you've built for yourself. We've met before, yes?

Um, yes, the occasional charity function.

Charity functions. Galas. My old life. I hated those people.

I truly hated them. New York's elite. Gangsters, one and all.

What can I do for you, Mr. Osborn?

I feel like talking.

Are we on the record?

We both know we are.

Can I get you a robe, Mr. Osborn?

It would.

I don't get cold anymore, but if it would make you more comfortable.

There's a bar right over there.

I'm going to get my recorder--

REC
00:01:40

Where have you been?
In S.H.I.E.L.D. custody. You know that.
And why are you here?
People-- they think I'm a monster.
Because you've... murdered.
Peter Parker.
Yet...I'm still alive. Why not him, too?
The Oz formula that made Spider-Man made me into what I am.
It made the new Spider-Man.
My greatest achievement. I created the Spider-Men.
It might be that we cannot die.
This needs to be examined.
I must say, with all respect, you sound... lucid.
More so than we were led to believe you were capable of.
You know, the young-- the new Spider-Man--he has a power.
A sting. A jolt.
He jabbed me tonight and it sent a current through me.
I seem more--I feel more like my old self suddenly.
I seem-- I should thank him.
My chemicals seem a bit more balanced.
I feel like my old self but now I remember every horrible thing I have done.
My boy...
Your boy?
I killed my boy.

They made me a monster.

They made me a killer.

They?

I created Spider-Man. Me.

I created the formula that could bring a world revolution and they ruined me for it.

S.H.I.E.L.D., Fury, Roxxon, Hydra...

That's why I have to destroy them. That's why I need to take power.

Because those in power took everything from me.

So... you're not done fighting.

Not until every last one of them burns by my--

QUAM

Queens, New York.

Here?

Only one way to find out.

KNOCK KNOCK KNOCK

Hey, MJ.

Is he here?

Come on, Miles, go away.

Is he here?

Let him in.

He deserves answers.

MILES MORALES: ULTIMATE SPIDER-MAN #6

The Penthouse Apartment Of J. Jonah Jameson, Publisher Of The Daily Bugle And Thebugle.com.

Oh, dear God, what have I done?

BEEP BOOP BEEP BEEP BOOP

This is Ben Urich.
Ben?
Jonah?
I really need your help.
What's going on?
Norman Osborn is--is in my apartment.
He's in your apartment right this second?
Yes!
Are you in your apartment?
I killed him.
You what?
I--I shot him.
He's dead on my floor.
Is this--are you serious?
Yes.
Did you call the police?
No.
No??!!
I called you.
Why???!!
I didn't know who else to call!!
I'm--we are not friends, Jonah...I'm an employee.
You're a crime reporter!
I think you--I think you're in shock, Jonah.
Hang up and call the police.
Call the police right now. They have phone records.
It--it was self-defense.
That is debatable.

I was telling you about my immortality.

I invented a formula that created Spider-Man...

...That created me...

...But a side effect, an unknown and untested effect of my genius is that I am now immortal.

I cannot be killed.

Hello?

What-- what--what do you want from me?

I wanted an impartial newsman's eye to tell my story...

I am creating the new gods.

I shot you dead...

But I see that I was wrong to come here.

And I'm telling you...

Immortal.

Mortal.

Hello?

Hello?

Mary Jane Watson's House.
Queens, New York.

Give me--
just give me a minute, Miles.

No,
man. No more minutes.

No more vague.

Are you Peter Parker or not?

Of course he is.

Look!

"Of course he is"???

He was dead, MJ.

And you say: "Of course he is"?

Which part is the "of course" part?!

Look!
He's here!!!

We live--
we know better than anyone that we live in a world of--of amazing possibilities and--and--

MJ, no offense.

I want to hear it from him.

I'm not sure I want to do this with her in the room.

"Her" is a police detective.
And "her" is not leaving this room without answers.
She's cool.
She's cool?
I don't even know her name.
I'm Maria Hill.
I used to be S.H.I.E.L.D. back when S.H.I.E.L.D. was a thing you could be.
But now I'm a homicide detective assigned to a case you all are both a suspect in.
Yeah, she's cool.
And I want to believe you.
I want to get the guys who are posing as you and robbing this entire city.
So help me help you.
How are you alive, Peter Parker?
Are you Peter Parker?
I am.
Yo man, how are you alive?
I don't know.
How do you know you're you then?
How do I know I'm me?
Maybe someone cloned you.
It's him!!!
MJ, he was dead and--and now he's *alive!!!*
Stop acting like I'm the one asking crazy questions.
You--you should be asking these questions.
If I was a clone or something...would I remember, like, all of my life?
Would I remember all of it? Or just some of it? Or maybe none of it...
What do you remember?
That's the thing...

"I remember everything.

"Everything that happened in my entire life.

"I remember my entire life and I remember my death.

"And then...

"I woke up...

"In darkness.

"I woke up in a lab.

"The entire thing abandoned.

"Like everyone just got up and ran out.

"Was it Roxxon? Was it S.H.I.E.L.D.? Oscorp?

"For a second, I thought it was the end of the world and I was the only survivor.

"There was literally no way to tell.

"The computers were all wiped.

"All data pulled or deleted.

"I had no idea how I got from dead to here.

"All I knew was that I was somewhere outside Atlanta and I had a lot of buses and trucks to stow away on top of before I could get back to New York."

"I had to get back to Queens.

"But I immediately saw what a huge mistake it was.

"It was mean.

"It was selfish.

"But once we, the two of us, calmed down...we went to my grave site and dug up the coffin.

"(Are words I was sure I would never say aloud...)

Here Lies PETER PARKER Spider-Man

"It was empty."

So, I'm me as far as I know.

I mean, we should have known the mad science that made me, that made you, that made this world so crazy...

We should have known someone would just decide my body was a genetic wonderland and just... take it.

How am I alive? How is Osborn alive?

Maybe I didn't die. Maybe someone zapped me awake Frankenstein-style.

But after what I did to MJ, coming here.

I knew I needed to leave this all behind.

Just get out of here. Leave this place.

Especially with you out there. It's not like I'm needed.

I just wanted my web-shooters.

They are the only connection to my dad that I have.

NYPD

The webs were a formula my dad started that I finished.

It means the world to me, you know?

I was going to just leave and--and figure out what I was supposed to do next...

But then Norman Osborn.

That damn Norman Osborn.

He shows his face on my front lawn and I just--

I just couldn't let it go.

But your Aunt May...

Gwen Stacy...

I couldn't...

I couldn't just come waltzing back into Aunt May's life.

I couldn't just be Spider-Man again.

I have hurt these people.

I have tortured them.

This is impossible tragedy and me being alive doesn't make it any better.

I didn't mean to bring any of this on anyone, I know, but being Spider-Man has brought nothing but tears and--and--and horror to people who deserve anything but.

NYPD

MJ told me you all had real closure about me.

You're lucky. Not everybody gets that.

May's moved on. It's not fair to do this to her again. It's not fair.

It's not your call, Peter...

I knew it was you.

Aunt May, I--

God, Peter, pick up a phone once in a while.

Gwen Stacy! You saw me on TV didn't you?

Ah-- doy.

How did you guys know I was here?

Oh please. Really?

Where else would you be?

I just didn't know how to--

Shh, let's just enjoy the moment. I'll yell at you later.

But get ready, it's going to be a historic guilt trip the likes this world has never--

Wait, if *they* knew how to find you...

Oh, no...

Now it is time for all of us to come to terms with our past and future, my Spider-Men.

Norman Osborn, I am NYPD!! You will cease all illegal genetic activity and power down immediately!!

BAM BAM BAM

Agh!!

Get them out of here!

I have this.

No!

This is my fight.

No.

They are your responsibility.

I SO GOT THIS!!

Oh, hey, can I borrow your couch?

BAM BAM

Damn!!!

Excuse me, Detective, could you step aside a sec?

I was wrong to run away from *you!!*

You cannot kill me!!

I am immortal.

But you will respect me and learn that our connection is beyond--

SLASH

I birthed you into this world!

You will respect me, *Miles Morales!!!!*

You will honor me!

You will--

Where are you?

ZZAAT!!

Boo.

I have to give you credit, Osborn...

Gyaaarrgghh!!

Nnyyaarrgghh!!

I studied you, I've heard all the stories...

YYAARRGGHH!!

you will honorrrr me!!

But until you get a front row seat, you really can't appreciate your pioneering work in villainous monologuing as the mayor of crazy-town.

I mean, it's a little all over the place for my taste...

SMMACK

Garrgghh!!

ZZAATTT

See? I told you...he's the real deal.

Yyaarrgghh!!

But you really are the-- the Beatles of that sound you make when you rub your finger over your lips.

I will teach you respect!

But I am so glad you came back...

WHACCCK

ZZAATT

I noticed how my venom blast, which I never fully tested, was really hitting you in a special way.

Probably because you messed up your genetics so bad...

Nyaarrgghhhh!!!

But, either way, thank you for coming back so I could prove my theory.

SMAAACK

BOOM!

This is Detective Maria Hill.

I'm at 3245 Alameda in Forest Hills.

I need full backup!!

Get the FBI Superpower Task Force over here! *We have him!!*

We have Norman Osborn in custody!

You're making a mistake, Miles Morales...

...Without me, you'll never know the truth about who you are.

You'll never know where your powers really came from.

You'll never know who your father really is.

MILES MORALES: ULTIMATE SPIDER-MAN #7

What did you just say?!

OSBORN!!!

Say it again!

You heard me, Mr. Morales.

I know the secrets of your entire family.

I know all about your Uncle Aaron and who your father really is.

I know everything.

Miles, don't listen to this!

The Home Of Mary Jane Watson.

You must know that as soon as I found out you were the next lucky recipient of my genius--

As soon as I found out that I was responsible for birthing yet another Spider-Man into this world...

I spent the time and found out who you are and where you came from.

But if you want to know what I know...

You pick me up and you dust me off and you take me out of here.

You're lying! You're a liar!

I've never lied to you once.

Can you say the same thing about your father?!

Miles...

He's lying!

How do you know, Detective Hill?

Because I know.

You're going to find out, as I did, as your father did--

You don't talk about my--

That the people in this world who put themselves in charge are rarely worthy of that responsibility.

Why does everyone keep forgetting I invented all of this?!

If not for me, there is no Spider-Man!

If not for me, you would all be dead!

I have found the key to immortality!

I cannot die!

Peter Parker cannot die!

You, little one, you will live forever and it is a gift from me!!!

And if I have to burn each and every living mortal to pay back the world for what it has done to me...

My son killed! I was destroyed!!

By who? Ask yourself, Miles?

Who?

Who is pulling our strings?!

You want to know where your father is???!!!

I am your father!

Oh shut the #@%$ up!

SMACK

Dispatch, I called for backup!

I could have gotten a pizza faster than this--

BAMBAM

It's that kind of disrespect that I cannot abide, child!

I created you, I can easily...

There's pizza?? No anchovies on mine!

Destroy you!!!

ALL OF YOU!!!

Agh!

KTANG

CRASH

Peter!

Aunt May! No!

There's nothing you can do!

I will burrrn you all.

Aggh!

Mm'fiiire!!!

you child!

you cannot hurt me!!!

I am imm--

BAM BAM BAM BAM BAM

Aaaaggghhhh!

Aagghh!

ZZA AAAAAT

NO...

Nnyyaarrgghh!

YAAAAGGHH!!!

Wow. Nice one, kid!!

No!

Aaggh!

NO!

No, he's getting away *again!!!*

Hey kid!

TAP

THWIP

NNOO!! Get away!!

Lots of talk then you run away...

New name: the Immortal Coward!

No? It's just a first draft.

Aggh!

Hey!! Tell me about my father some more!

SMACK

ZZZZZXXAATTTTT

Gaaggh!!!

Aaarrgghh!!!

Tell me!

Nyyaagghh!!!

ZZAAATTXX

Look at him.

I know, right.

CROOM

You Spider-Men ÷coff÷ get out of here and get out of here now!

Do you really know who my father was or are you just a mean, crazy bastard?

Answer me!

You do not deserve the legacy you have stumbled into, little boy!!!

Gaasskk!

I'm going to have to disagree with you there, Gobby.

WHACCK

And another thing...

SMAACCKK

Never mind, you get my point.

NO!

I'll burn you a--

Oh no.

NO!

THWIP

THWIP

Gyyaaagghh!!!

SMACK

Now sit down!

SMACK

I will drag your carcasses through the streets of the burning city for the disrespect you have shown me!!!

I will reveal all of--ak.

Agk.

Oh no...

Huh.

Spider-Men, listen to me and listen to me good.
Get the women and get the hell out of here.
Get out of here and do not come back.
We can't leave you... he might wake up again!
Uh, don't think so.
Guys, I can't help you if you don't get out of here!
Peter...
We got to go!
My mom is going to kill me when she gets home from her seminar!
You guys want me to follow you?
Seriously? Of course, Miles. Come on!
Where are we going? May's house?
No.
No, they will look for us there.
I know a place.
BAM BAM BAM BAM

You know, just in case.

Buh-bye, Norman Osborn.

Hope you burn in hell, too.

Wow.

Yeah.

If Osborn is dead?

Guess we're not so immortal after all.

I really hated him.

Imagine how I feel.

Btw--I really hate Norman Osborn.

Imagine how he feels.

I would really like to never have to go through a night like this ever again.

I'm not built for it.

Never was.

I know, Aunt May...

That's why... that's why I'm leaving.

Excuse me?

Hey, I know you don't need my approval but you earned these.

These are yours, kid. No backs.

Are-- are you serious?

I was wrong to try to take them from you. Totally wrong.

What are you going to do?

I'll be back. One day.

Hold on-- just hold on a second! You're leaving?

The hell you are!

Let me figure out what has happened to me...

What I am...

And what I am here for.

We'll do it together!

No.

You're not built for this. Your words.

But--

I love you so, so, so, so much.

But I can't take another chance at what almost happened tonight happening again.

But you-- you be Spider-Man.

My blessing.

It's all yours.

Brooklyn, New York.

Waiting for the chief of police to make a statement but we have it confirmed:

Norman Osborn is dead. His city-wide rampage of chaos and murder is over.

Katie Bishop. Why are you still awake?

Oh, uh, the news.

Never mind that idiot.

Um, Spider-Man.

It's a school night. Bed. Now.

Yes, mom.

You okay, Kates?

Just tired.

You know I hear sleep helps with that.

Yeah, okay.

Sweet dreams.

Hail Hydra.

Hail Hydra.

Elsewhere.

How did it go with Aunt May?

Five hour guilt-trip lecture.

It is what it is.

But they bought it?

Yeah.

I mean, I guess.

You weren't supposed to put the costume on and dance in front of the cameras.

Lots of things happened that weren't supposed to happen, MJ.

But I'm still here, you're still here.

I get you back.

I get you back.

That's all that matters.

Everything else is just--

Uh, I don't have my web-shooters anymore so I can't swing you off into the sunrise.

I have my mom's car.

Oh, yeah, that works too.

Where're we going?

The last place anyone would look for us.

Brooklyn Visions Academy.

Yo, Miles. You really gotta get up.

Yeah, well, you really gotta get up.

C'mon, Ganke, I had a rough night.

You have a--you have a visitor.

Oh my God...

DAD!

Hey, boy...

I believe you and I need to talk.

MILES MORALES: ULTIMATE SPIDER-MAN #8

Newark, 25 Years Ago.

You ever been to this place?

Hell no.

I hate places like this, Aaron.

I hate 'em.

Yo, Jefferson, come on...

We'll be in and out of here, no problem.

I just need you to stand there and look intimidating.

I want this guy to know not to mess with me anymore. He owes me and he's going to pay me.

I'm telling you, you're my brother, I love you, but five minutes tops.

I walk out after five minutes.

You ready?

I'd feel a hell of a lot better about this if I knew there was any chance in hell any of these ladies would give us the time a' day.

Well, not with that attitude, they ain't.

Follow me.

(I shouldn't be anywhere near here.)

Turk.
Aaron Davis, m' man.
You're a little early.
Not really.
Ya have it?
It's on its way.
Who's your friend?
Oh...this is my brother Jefferson.
He's the one of us you do not mess with.
Sit and drink.
Izzy is telling us what really happened to Captain America back in World War II.
We'd love to, bro.
But we have a previous engagement.
Yo, man, Turk, I done the job, now you do what you said you'd do.
(I think I'll see you later.)
(You said five minutes, it ain't been one.)
You two scamps...
Come on, Turk...you know why I'm here. Do you have it or not?
Here's the thing--hold on. Yeah.
Actually... we need to go for a ride.
You can go for a ride, right?

Just a quick ride to my other place on the west side and you two can go about your evenin'.

Can't I go with my brother?

No room in that car. You come with us. Much nicer. Better view.

M' man, let them conduct deir business.

I'll get you somethin' to drink.

Who's winning?

Me.

No one.

You play?

I play.

You play now?

Nah, man.

You want a drink?

I think I'm gonna wait outside...

Guys...

I'm sorry you went to all this trouble to shake me down but I have a total of 28 whole dollars to my name.

Not just on me. Twenty-eight total.

I don't know what my brother promised you and I don't know what he did to piss you all off, but...

Seriously, guys. Twenty-eight dollars.

KRAK

SMACCKK

SMACCKK

Aagh!

@#$@!

Off me!

Huuaarrggh!

#$@&%$!

Get him!

TANG

AAGGH!!

Feisty muther!

Just makes it more fun for me!

HAAGH!

Whoa!

Waaggh!!!

Aaggh!

CRRASSH

Son of a $%#^@!

WHACK

Glissk!

WHUMMP

No...

Don't let him go!

Oh, no.

Officers, I-I was just going to call you.

Lay down on the ground with your hands over your head!

If you'll just let me explain--

ON THE GROUND!

If you just let me explain!

On the ground! Now!

Ho!

Sit down!

Aagghh!

Jefferson Davis, bail has been posted.

Mornin'.

You posted my bail?

I did.

You a friend of my brother?

Not in the slightest.

You hungry?

Who are you?

Took you long enough to ask *that* question.

My name is Nicholas Fury.

I do not know your brother.

I do not know any of the people he is associating himself with.

He didn't send you?

No.

As far as I can tell, your brother high-tailed it to Florida before you were even processed.

All I know is that you got screwed last night because your brother hung you out to dry.

I'm sorry.

My brother's no better...and *that* is the truth.

I know how you feel right now.

Are you a cop?

Hell, no.

Not a fan of most police officers.

There are a couple of good ones but, in general, the whole system of local law enforcement needs a ground-level reworking.

If I walk away from you...am I going back to jail?

No.

If you walk away from me, later tonight Turk's people are going to come for you and they are going to bring you to *him*... and *he* is going to offer you a job.

They're going to kill me.

No.

You would *think,* but they are very impressed with your skills.

You put up a hell of a fight last night.

(Is what I've been told.)

You are going to be offered a job to be a professional hood rat.

Now if you *don't* take it...

Then they'll probably kill you.

Who *are* you?

I am the man here to tell you, no matter how hard this may be to process at the moment, that your stupid brother put you in a very excellent position to save this entire country from disaster.

Say that again?

I am an agent of a super secret world peacekeeping organization...

Jefferson Davis, I am here to recruit you.

Jefferson?

Where's your fool brother Aaron at?

I-I don't know, mah.

Don't lie to me!

I *ain't!*

I haven't seen him.

You don't come home till the next day?

He never bothers comin' home at all?

I told you: If you're old enough not to come home at night you're old enough to ***move on out of here.***

You want to waste your lives, fine. But I don't want to watch.

I don't know where he is.

You're-- ***damn it, Jefferson!!!***

You--you make something outta this life.

Do something!

All the messed up garbage in the world and you can't find one thing to do to make it better?

Mom.

DAMN IT!!!

You have an appointment.

That means get in the car.

Club 2051

Bro!

There he is.

What's going on, Aaron?

Where you been?

Tis cool, brosuf!
We worked it out. Everything is smooth. It's cool.
This badass. This guy did a pinch.
He didn't talk and he took out all you mothers.
Badass, bro.
(I'm sorry.)
You're *sorry.*
The other night did not go down like I thought it was gonna go down. Like, at all.
Oh, so that makes it okay?
Everything worked out.
Step forward, young squire.
Yeah?
This is for time served.
And now you work for me.
Work for you?
Doing what?

You'll be tendin' bar.

What you think I need you for, gangsta?

I pay all these $%#^% to bust ass for me and you took them *all* down.

You're my main badass %$^#& now.

From now on you stand right here behind me and you aim that dead eye stare of yours out and not at me.

You do that--I do *this* every week.

Him, too?

Me? Nah. I have my own thing.

Just you.

I have him working on other concerns.

I'll think about it.

Be back here at 7.

I said I'll think about it.

T's Coffee

Congrats on the new gig.

Jeez!

How are you doing this? How did you know where I was gonna--?

We have the whole thing under surveillance.

You're *watching* me?

We're watching *him.*

You're standing *next* to him.

Tell me! *How* did you know he was going to offer me a job?

Because I'm the smartest.

WHAT?!

What is this guy into that you all need me to spy on him?

What is this Turk up to that has "the world" in trouble?

Oh, it's not him we're after.

It's *not* him?

It's not.

So you *don't* want me and you don't want him?

Nope.

I don't understand.

There is no way you possibly could at this point in the game.

Here's what's going to happen: You're going to go to work for that little weasel.

You are going to do things that will make you physically ill.

And you are going to be *outstanding* at it.

"You will be so good at being bad that you are going to embolden this already emboldened bacteria in a suit.

"This Turk guy is going to go on a crime spree.

"This guy is going to whip it out every chance he gets.

"He's going to make some controversial plays in the world of organized crime.

"He is going to ruffle some feathers and stretch his wings.

"He is going to rob and steal and he is going to make trouble just for the sake of making trouble.

"Why? Because his father left him when he was a little boy and he doesn't know any better?

"I don't know.

"I don't care.

"All I care about is that with every bold move the word will get out: This weasel is dangerous.

"A certain kind of element will start coming out of the woodwork to challenge him or to attempt to negotiate with him.

"And of all these wannabe badasses there is one who is already watching Turk...

"Someone who is already looking for a time to make his play against your new boss...

"And with you there, it will force his hand, he will make his play...

"His name is Wilson Fisk.

"And believe me, you will know him when you see him.

"He is just about the biggest pile of mean I've ever seen, and I've seen some stuff.

"He's either going to start a gangland war on your ass or he's going to buy out your boss.

"He is, according to our intelligence, going to buy the Turk operation lock, stock and barrel.

"He's going to pay Turk to leave the city and go back to Detroit and not come back.

"And that means he-- he is going to hire you.

"Because all he knows about you is that you made *that* little piece of crap into something to worry about.

"And if you can make that little piece of crap something to worry about, imagine what you can do for this wannabe kingpin.

"From there you-- you're going to gain his trust.

"And he's going to reveal to you what he is doing that is against international law and putting this entire world in danger."

"Do you understand everything I've told you so far?"

I think so.

Do you have any questions, Miles?

Only a million.

But maybe I should wait until you're done.

Maybe.

I know this is a lot.

But clearly you're old enough now to know this stuff...

You're old enough to know why I've done the things I've done.

You are old enough to know why I ran away from you when I found out who you really are.

Did-- did mom know you-- you--?

Just--just let me get through this...

The next part is going to be tough to hear.

Do you think you are man enough to hear it?

Yes, sir...

MILES MORALES: ULTIMATE SPIDER-MAN #9

You were an undercover agent of S.H.I.E.L.D.?
Working inside the Kingpin's organization?
Miles, do you know what S.H.I.E.L.D. is?
You've dealt with them?
Uh, yeah, Dad, I do.
As, you know, your other self?
Little bit.
Did they know your real name?
Yeah.
I think so.
Some of them.
No one mentioned me to you?
No.
Good.
That means someone kept their word.
But, um, this guy...Norman Osborn.
Norman Osborn?
He said-- he said he knew who you really were.
He said that to you?
Yeah.
He must know someone in S.H.I.E.L.D.
He was looking for dirt on me because, you know...
That's not good.
Well, he's dead now, so...
I didn't do it.
He just, mid-fight, you know, keeled over.
Good.
Good on both counts.
So S.H.I.E.L.D. asked you to work for the Kingpin...

"To be fair and accurate, this was before this guy called himself the Kingpin...

"Or the press called him the Kingpin...

"This was before that.

"This was just about the biggest guy you've ever seen making his way through the tri-state area's criminal activity.

"This was a guy on the rise.

"He was sticking his big fat thumb into every situation he could.

"Climbing his way through with muscle and intimidation... with murder.

"He was moving so fast that the government was already aware and scared of him.

"They were already making big moves to try to infiltrate him and shut him down.

"And everything this Nick Fury guy said to me was true.

"Kingpin did muscle in on Turk's territory, he did run Turk out of town, he did take over Turk's operations...

"And that *did* include hiring me."

Jefferson Davis.
Yup.
Your brother is a real piece of work.
Yup.
Tell him, when you talk to him, that as long as he pays up he can continue to make a living.
But the second he starts disrespecting me...
I'll tell him, but you should know, me and him, we ain't a package deal.
Good move.
It's not a move.
It's the way it is.
Really?
Because the way it was related to me, he dragged you down here with us ne'er-do-wells.
That you had bigger plans.
Yeah, well, don't believe everything you hear.
You're going to come work for me.
Is that a question?
Did it sound like one?!!

I don't mind this chip on your shoulder...just aim it out there.

I'm sure that's not the first time someone has suggested that to you.

You'll be paid.

Well.

How well?

How much did Turk pay you?

Less than you?

That's right. Smart.

But it's not money for nothing.

You'll be working.

And your family protected.

Untouchable.

Your mother. Your brother.

"Nick Fury was right.

"Everything he said was going to happen... happened.

"Even though he already had some very colorful muscle in the form of fancy Dan, Montana, and just about the dumbest person on the planet Earth, the non-ironically named Ox...

"I was part of Kingpin's plan.

"And that plan was to move!

"Quickly as possible.

"He didn't give anyone standing in his way the opportunity to stand in his way.

"You didn't see him or us coming.

"He just moved in.

"Like a piranha. Like a virus.

"And the thing is, as best I could tell, he was exceptional at it.

"I mean at running a crime organization.

"He just seemed to know how to do it.

"He had everything locked up and organized and he had people under him immediately making more money than they were making without him...

"Which made these greedy bastards the opposite of intimidated... they were grateful.

"You would be surprised how little I had to do.

"All I had to do was say who I was with... and pretty much anything I wanted to happen happened.

"But that was just the first part..."

Harlem Deli

EMPLOYEES ONLY

You're late.

I had to make sure I wasn't followed.

REST ROOM

Well, you did a terrible job, Jefferson, because we've been following you all day and you didn't notice.

I came here to tell you to your face, Fury: I'm done.

You're done with what?

I'm out.

Whatever it is you say when someone wants off this crazy train of yours... that's what I'm saying.

No.

No?!

No.

Listen, Fury, every day I am out there committing crimes against my fellow brothers.

Yup.

And you're not doing a damn thing to stop him.

We're not there yet.

Not there?!!

The--the guy is muscling his way up the eastern seaboard.

Yeah. We know.

So arrest him and let me be!!

Can't. We're not there yet.

What does that *even* mean?!

It means there is something else coming.

What?

I don't know.

If I knew I wouldn't need you on the inside. But there is chatter.

Something worse than robbing and stealing and murdering?

There are worse things.

Those are like three of the top 10!

That top 10 list was written a looooong time ago.

Man has found all new kinds of things to do to each other in the name of God and country.

And here's the thing, and I'm sorry that you didn't figure this out on your own: you can't leave.

If you leave, he will kill you.

If you run away, he will find you.

You're done when he says you're done.

What am I looking for?

I really don't know...

But I do know enough to know that you'll know it when you see it.

You know, Kingpin, when you bring all this muscle it makes me think you're looking for a fight.

Just here to do business, Mr. Toynbee.

Call me Toad.

I don't think I will.

Being a grown-up and all.

Do you have it?

That's it?

Try it.

Jefferson, try it.

Excuse me?

Try it.

What is it?

Take this and for a little while, you get the high of a lifetime.

You get to experience what kind of mutant you would have been if you were one of the chosen ones... like me.

It's mutant growth hormone. It is the $#@$.

I'm not taking that.

Take it.

Look at 'im. No.

Montana.

Uh, no offense, boss, but *hell* no.

Hell, I'll take it.

Wait for it.

Ggkk...

Ho!!

LOOK AT THIS!!

Jeeez!!

How do you feel, Ox?

Oh baby.

How long will this last?

Depends, usually an hour.

Jeez!

I know.

Illegal genetics for those willing to pay for it.

All you need is a source and the formula.

I have both.

You'll be the only source in America for the ultimate high.

Now, the ugly talk of coin.

Show me the source.

Here you go...a mutant.

Freshly captured but full of mutant genomes for you to scrape off and process into your fortune.

And don't feel bad for this piece of work here. His name is Marvin Flumm, calls himself Mentallo.

He's a Telepath. And a nasty one, too. Nobody's going to miss him.

But the longer you keep him sedated and alive, the more mutant growth hormone you can pull off of him.

What the @#$@$?!

We're doing business.

This #$%^&@* is selling another living being to you?

I'm sorry, I didn't catch your name.

Call me old-fashioned but I don't think people should be selling people to each other.

Yeah?

I'm pretty sure that's how *you* got here.

You son of a--

You don't lay hands on me, human!

SMAACCK

HO!

What happened? I missed it!

I didn't catch your name!

Stop this!

SMACCK

WHACKY

SMAACCK

SMACK

That's my name!

HEY!!!

Gakk!

When I say stop it, you stop it!

Settle down or I end you and you don't get paid!

He started it!

Now I'm actually going to count 'til three!

And you are going to sell me what you came here to sell me and then you are going to go and--

Everybody freeze!!

Uh-oh.

Wilson Fisk, you are under arrest for breaking a cavalcade of international drug trade laws and you're going to love the laundry list of federal laws of racketeering, extortion, fraud, money laundering, collusion, attempted murder, theft and, well, you get my point.

And you'd better tell your boy there who is all jacked up on an illegal mutation drug to put his hands on his head and his knees on the ground *right now!!!*

You will never make it stick, Fury.

Oh, you know my name.

Aren't you clever?

Listen, it's a long life, you'll do your time and I'm sure you'll try again.

Maybe next time you won't be so stupid.

"They did put the Kingpin away, at least for a while.

"And from what I understand, the Kingpin arrest started an arrest trail from New York all the way to Europe.

"And they shut down a whole mutant drug trade that supposedly was more dangerous than anything the Kingpin ever did.

"And because of all this they offered me a chance to be a real agent of S.H.I.E.L.D."

And I told them to shove it.

I didn't want any part of that world.

I didn't want any part of my brother's world, I didn't want any part of the Kingpin's world and I didn't want any part of whatever Fury was selling.

I just wanted to be... better.

Believe it or not, a week later I met your mother at a physical therapist's office.

And she knocked me out.

She changed me just by looking at me.

And I looked at her and I realized that what I wanted was to deserve her.

And she took pity on me and built a life with me... hoping I would become the person I was supposed to become.

And she gave me you.

And every year you got older and every year the real world started to slowly take you away from me.

And I couldn't stop it.

And I would lay awake at night worrying about what was going to come at you when you were the same age I started making all the bad choices.

And then you told me the truth.

And all I could hear--

I don't blame you for what happened to your mom.

I don't blame you.

I never did.

When you told me who you really are I--I had not even come close to coming to terms with any of the things that happened to us.

I'm not over your mother's death.

I'm not even over my brother's death.

And a lot of the time, I'm mad at myself for not becoming an agent of S.H.I.E.L.D.

The truth is, I didn't think I was worthy.

Not like you clearly are.

And when you told me the truth I lashed out at you and I ran away.

And I just kept running.

But I wasn't lashing out at you...I was lashing out at me!

Because when I look at you...I see me.

And that's not your fault, either.

That's-- that's my problem.

And I woke up yesterday like I had woken up from a coma and realized that I abandoned my child.

There's no other way to say it.

I abandoned you when you most needed me.

When we needed each other.

You don't have to forgive me.

I just needed you to understand.

It's the least I could--

I'm not mad at you, dad.

I've never been.

But, you know, I'm really glad we had this talk.

What are we gonna do now?

The way I see it, all the things we've been through...

I think we get a free pass for, like, a solid year.

I think we're good for like a whole year of no drama.

From your mouth...

MILES MORALES: ULTIMATE SPIDER-MAN #10

POLICE

7

DO IT!

CRACK

Everybody freeze!
This is New York City Detective Maria Hill!!!
Come out with your--
POLICE
They knew we were coming.
These spider twins.
They must have been tipped off.
Ya think?
Maybe they're cops.
Dust everything. Every little corner.
No way they left a fingerprint.
Do it anyhow.
Every little corner.
POLICE
"With all the madness and mayhem that this city has been through..."

Brooklyn Visions Academy.

...With everything that happened in New Jersey and so forth... we try so hard, here at the Academy, to have an open mind as to what's going on with our students...

...How they are processing everything around them.

Obviously, Mr. Davis, we are very happy to see you back in your son's life.

Miles is an exceptional and grounded young man.

We are happy that you are reconnecting with your son.

Thank you, Principal Paniccia, it's been a--a difficult time.

Is there anything you would like to share?

Anything that can help us help you...

Um...

I do have a PhD in child psychology.

I'm--we're still struggling with my wife's passing and--

Do you think you're back in his life for good?

I'm sorry?

The best thing you can do for your son, even if you feel that you are, personally... struggling...

He needs you, Mr. Davis.

...Is be there for the boy.

Stability, especially in the dark times, goes a long way.

I understand.

I'm not trying to upset you, Mr. Davis.

I'm actively rooting for you and your son.

Thank you.

Um, that said...

...when can we expect Miles back in school?

Tomorrow.

"I told Miles to take a 'me' day."

What the hell am I supposed to do with myself now?!

Peter Parker comes back to life, gives me the keys to the Spider-Man franchise... and just takes off

But we finally beat Norman coo-coo-crazy Green Goblin Osborn

And that was entirely top-to-bottom cool so I have to give me points for that.

My dad comes back, finally!

Then drops the gigantic bomb that before I was born he used to be an undercover S.H.I.E.L.D. agent and *that*'s why he freaked out when I told him I was Spider-Man.

But that doesn't explain why my girlfriend Katie freaked out when I told her I was Spider-Man.

Other than the total insanity of someone telling you something like that.

Maybe I should go over to her house and tell her I was joking.

Okay, hold on, can't this city go three hours without --yipes.

I just said "yipes" in my head.

Huh.

Wait, I know these guys.

That's Electro-- I hate that guy.

Electro versus Sabretooth.

Time to be the super hero and--

Wait.

Gonna kill you dead!

As opposed to killing me some other way?

Both of these guys are bad guys.

One smells terrible and the other has electrocuted me before and I hated it.

Hey...why not let them beat each other up?

And then I'll beat up the tired winner of that fight.

GENIUS!

Aaarrggh!!

KRAKOOOM

HUURRAAGH!

You're an amazing jackass, Sabretooth!! You really are!!

I'm not gonna aaAAAGGHH!!

Ha!

Nice.

CLAP CLAP

Agh!

I don't care what you think your secret deal was with Osborn.

That money is mine!!!

CRASH

Man!

This is why we can't have any fun.

School bus!

Always a school bus!

Never, like, a prison bus!

AAGH!

HOOF!

Okay, see, you guys would have felt really bad about barbecuing children...

(I think.)

So, you guys need to shake hands or hug it out and--

Time-out so we can beat the hell out of him?

Absolutely.

Come on, guys!

(So uncool.)

No way this doesn't hurt.

Listen, light socket, I'm not an expert but him being a dumb guy I understand, but you--you can't find a way to cash in on this living electricity thing of yours?

Nothing? Talk shows? No? This is marketable.

GAAGGHH!!

Agh!

Um...

CLOAK AND DAGGER

Okay!!!

I told you!

I told you Spidey would be in the middle of this.

I stand corrected.

Hey, I did not make this mess.

Aaagghh!!

Wh-what was that??!!

Bunch'a kids don't know to mind their busine--

X-FACTOR

GET AWAY!!

PARKING
ANY TIME

I don't have a clean shot.

He has it.

KRAK

Agghh!!

WHU Up

GUUAGGHH!!

Yeah, this fight kind of ended five minutes ago...

Catch up.

See?

Bravo.

Cops.

Rooftop.

So, Miles, darling, what have you been doing?
Oh, you know, stuff.
The team needs to get back together.
Did we break up?
No, but you know.
We *miss* you.
My dad came back.
That's *awesome!!*
Wow. He did?
Just like that?
He admitted he freaked out when I told him I was Spidey, he apologized...
He's trying to do the right thing now.
Yay.
That was soooo painful to watch, I can't imagine what it was like, actually, you know, going through it.
But hey, glad you're here, I need girl help.
I *am* a girl.
So, you know my girlfriend...
Sure, Katie. Not a fan.
I told-- what?
Not a fan.
Of her?
No.
Why?
You can do better.
What happened?
She's awesome.
Not in reality.
What *happened?*
I told her...
...You know, I was Spider-Man.

Why?!!
Why would you do that??!!
Because I was trying to be a good guy who is honest with a girl he is in love with.
You're not in love with her.
I actually am.
You're not.
I am.
And I wanted to--
Be honest with her.
That's cool. I get it.
So stupid.
If it was you dating him, you would want him to tell the truth.
What are you even talking about?
That's because I am so much better than her.
She's not all that. You can tell.
You met her once.
That's all I need.
Anyway...
I told her, she freaked out, we haven't spoken since.
Sounds about right.
You're unbelievable.
What do I do?
Mind-wipe her so she doesn't tell anyone.
What?
Well, you can't kill her.
What do I do?
Go over there.
Just go over to her house.
You go over there. You talk her through it.
What if she won't--
Web her to a wall and talk her through it.
Well, thanks for the talk.
No, seriously, go over there.
He's right, in his own way.
She's freaked out. She should be. She needs you to work through it.
And if she freaks out again?
Then she wasn't the one for you.
Yeah, if she loves you...this is you.
You're not going to stop being who you are and if she loves you she won't want you to.
Probably not going to end well.
Oh, like you know.
Like you do.
Locked *you* down, didn't I?
"Locked me down"?
You are locked down, Tandy.

Brooklyn Visions Academy.

Do you wanna touch-- ugh!

Do you wanna touch-- ugh!

Do you wanna touch-- ugh!

Oh, dear God.

Do you wanna--

I'm not embarrassed.

That's what I love about you, Ganke.

Are you back in school?

Tomorrow.

Then get out of here.

I just need some clothes.

Then I'm going to talk to Katie in her dorm.

She wasn't here today.

She wasn't?

Sick maybe?

Okay, guess I'll go over to her house.

I wouldn't.

It's way overdue.

If she wanted to talk to you she'd return your texts.

No. I freaked her out.

I'll go talk to her.

I wouldn't.

I'm going.

Kisses.

Love you.

Not going to end well.

RAP
RAP
Yes?
Hi.
Is Katie home?
You're Miles.
I am.
I'm her father.
Come on in.
Thanks.
Is she here?
She's out with her mom and sister.
But they just texted. They'll be back so soon.
Maybe I should come back...

Don't be crazy.
Can I get you something to drink?
This is a first for me.
Uh, water.
Sir?
You're the first gentleman suitor who's come by for my little Katie.
Oh, uh...
Don't worry... she has an older sister. I've been down this road before...
...Just not with my little baby Katie.
Has she told you about me?
Not a whole lot.
She's a little mad at me.
I detected an extra level of moping.
You'll figure it out.
So, Miles, tell me about your family.
Oh, uh, it's just me and my dad.
Oh.
My mom died last year.
Galactus?
Something like that.
Where did you get spider powers?

You might as well tell me...

...It will be easier that way.

For the record, Katie didn't "give you up"...

She kept your secret.

She's a good girl.

Hail Hydra, Miles Morales.

MILES MORALES: ULTIMATE SPIDER-MAN #11

S.H.I.E.L.D. High-Security Warehouse. Location Top Secret.

A baton?

You don't get a gun??

CRACK

I'm embarrassed I'm even here.

Ha!!

Honestly...

Glugck!

WHACK

Are we sure this is even the right place?

Only one way to find out.

Which way?

This way.

That one?

It's on the list.

I believe it. We are in the right place.

All this and they have *two* guards with batons?

Hey, S.H.I.E.L.D. doesn't exist anymore.

This place doesn't exist anymore.

Who's supposed to pay for all the security this place needs?

I don't know, but, wow, this is the easiest money we have ever made in our entire lives.

Pack it up and let's get out of here.

Just in case it isn't as easy as it looks.

I promise you, it's not as easy as it looks.

SMACK

I've been looking all *over* for you two!!

SMACK

JESSICA DREW
BLACK WIDOW

Aaggh!!

Haa!

The hell did you come from??

Ha!

SMACK

AAGGH!!

WHUMP

Who are you two idiots?!?!

THWIIPP

THWIIPP

I thought it was Spider-Man for a second.

It's the other one. Spider-Lady.

It's weird how many spider-people there are.

There's two of us.

Yeah, but we're a team... it's our thing.

Okay, fine, don't talk to me.

I'll name you myself.

"The creepy twins."

The "fairly decent cat burglars who don't know when to quit."

The "guys who seem to know where every top-secret, valuable thing in the city is and yet were still dumb enough to try to steal all of it at once."

THWIPPP

Ha!

How about: "dumb guys."

Oof!

SMACK

Aaghh!

SMACK

SPAACK

Aghh!!

Nyaagh!

FUMMMP

You guys are faster than--

SMAACK

SWACK

Huh.

You have to admit that was impressive.

For her or us?

Her.

She's crazy fast.

I felt those hits even through the suit.

What do we do?

Do we load her up with the other stuff and bring her in?

Let's find out.

We're only supposed to call in case of emergencies...

I'm going to go out on a limb and say this is one.

Miles Morales' Apartment.

Miles?

You home?

Miles, this is your dad!!

Answer me!!

I called on your cell, I called school, but you haven't answered...

YUMMY-O

Huh.

7:59 pm

INCOMING CALL...

ZZZT ZZZZT

CALLING...

DING

8:03 pm

Gankster (now)

Dude, your dad has called like THREE TIMES

I can't believe I just did that.

I just texted him even though I know he doesn't have his phone and his phone is sitting right in front of me.

I am, without a doubt, a complete genius.

KNOCK KNOCK

Oh, uh, hey, Judge.

Here's your stick back.

Did it help?

Incredibly.

Hey, did you happen to see Katie Bishop walking around in the dorm hall?

No, I have to ask Katie something.

You're looking for Miles?

Isn't Katie always standing next to Miles?

Not always.

Oh, that's right.

Sometimes Miles is on a little mission.

Saving the world.

What are you talking about?

Please.

I roomed with you goofballs for a whole year.

Could you at least do me the favor of not acting like I'm stupid?

Um...

I don't know what you're talking about.

"Um..."

I'm sure Spider-Man does.

I'll let you know if I see his girlfriend walking around.

Uh-oh.

Ugh...

Hey, Miles.

Katie?
What is this?

I'm sorry.

Who are you?

It's not me.
Well, it is, but--I didn't know who you were.
I--I didn't know.
How could I?
I thought you were just this great guy.
Who are you?
Do you know what Hydra is?
Come on.
My family--
Come on!
I was born into it.
It-- it is who we are.
COME ON!!!

I made the mistake of telling my sister what you told me... your secret...

I was freaked out. I needed to tell someone. I thought I could trust her. So, that was my mistake.

She went and told my dad.

Your dad?

Yeah.

Your *dad* kidnapped me!!

I was going to say "not really" but I guess that-- I guess that is what it is.

How long have I been out??

I don't know.

Days?!

Listen to me: I didn't know this was going to happen.

I didn't know.

Get. Me. Out. Of. Here.

I didn't know this was going to happen, I didn't want this to happen, but now it--

This has happened... and we have to deal with it.

Katie.

I do love you.

Get me out of here.

It's family...
Your family has kidnapped me.
Just-- if we could just talk.
If I could explain what we're really about.
What we're fighting for...
It's--it's not that different than what you--
My dad will be looking for me.
People will be looking for me.
You hear that back there???!!
KNOCK KNOCK
The world, it doesn't work.
The systems of government are corrupt beyond--beyond anything--
Yes?
Mr. Davis? We're from Visions Academy. It's about your son.
Hydra wants to fix the world.
Hydra wants the world to be better.
Is something wrong? Is he okay?
Better for who?
Gkkss!!
You--you want the world to be better.
You-- you risk your life for it.
Like, every day.
People will come looking for me.
This--this is bigger than just us.
I mean, really bigger.

Miles, don't!
I know I'm going to have to fight my way out of here, but I'm going to!!
And I'm going to pull this entire thing down around your family's ears!!
Miles!
And if it's not clear, we're ***broken up!***
Miles.
Behave.
Dad...

Why are you doing this?

Because you are a threat to us.

In the past your colorful, self-involved brand of justice has, as you well know, caused us a great deal of time and money.

But you are not dead because you are a valuable piece of genetic technology.

One of a kind, really.

And because Katie asked us to give you a chance.

Over the years, those Hydra agents you and your other costumed friends have jumped...those were members of my family.

Of my cause.

Cut off one of our heads and what did you think we were going to do??

I'll *kill* you! *I swear to God!!*

Compose yourself, young man.

You let my family *go!!*

You did this.

Not me.

You endangered them with your reckless behavior and vigilante lifestyle.

Even after the untimely and horrible death of your mother, you still--

You don't talk about my--

Lay hands on me and your little Asian friend will die screaming.

Sit down, Miles.

Let's keep this civil and your little circle might get out of here.

You're going to kill them.

Not necessarily.

It has happened before.

Everyone has value and they may end up champions of our cause, all said and done.

Katie's mother, for instance...

He's here.

Who?

Him.

He's here now?!

Hey!!

ZZAAAITTTT

ZZAAAITTTT

ZZAAAITTTT

ZZAAAITTTT

ZZAAAITTTT

Gyyaaagghh!!

MILES!!!

Oh no!!

Ggkk!!

Seems I arrived just in time...

And now Dr. Doom will put an end to this madness once and for all.

MILES MORALES: ULTIMATE SPIDER-MAN #12

Brooklyn Visions Academy.

Has anyone seen Miles Morales, Ganke Lee or Katie Bishop?

Judge?

No.

No, I ain't seen them.

Well, I don't take kindly to absences.

Anyway, let's get back to our discussion of the creation of S.H.I.E.L.D.

It was the later days of World War II....

Yo, Gank!

Miles?

Ganke?

Ah!

Oh man!

Come on!

Where-- where's my father?!

Hello?!

I want to see my father! And Ganke! The kid!

I want to see them right now!!!

AGH!

I think you can see, Mr. Morales...

Hydra Secret Labs.

...You are not in any position to be making demands.

If you want your father and little friend to live through the day, you will cooperate completely.

DOCTOR DOOM!

I was baffled by you, Mr. Morales.

I wondered how you thought you could come to my home in Latveria and destroy my life's work and think that there would be no repercussions.

How you think you could adversely involve yourself with a global organization the size and scope of ***Hydra*** and that there would be no repercussions.

But now I see...you are a child...and now it all makes so much sense.

A child.

A child accidently gifted with such power and yet no idea what it is worth.

What it means.

What others would do to ***obtain*** it.

Norman Osborn drove himself insane trying to recapture his accident that made you.

That made Peter Parker. That made his clone monstrosity beside you.

MORALES, MILES

Norman Osborn killed himself trying to re-create you.

MORALES, MILES

And you? You are truly nothing but a series of accidents.

You accidently found power and you accidently fell into the arms of Hydra.

But what a happy accident, what luck for you that Hydra and myself had already begun talks of a merger.

That we had already sent agents into the field to gather the resources to rebuild everything you and yours have tried to take from us.

But now you, young man...you will be the cement that makes this merger a reality.

Young man, after we're done dissecting you and unlocking the secrets inside of you, you will have given us the power and the edge to reach our goals.

In a year's time no one will even recognize the broken world as it is today...

...And you are the acorn from which everything we create in its place will grow.

MORALES, MILES

DREW, JESSICA

Uh, Miles?

Miles?

THUNK

Holy--

Oh my God!
What the-- agh!
Hey!!!
Who are you?
Oh my God!
WHO ARE YOU?!
J-Judge.
Judge what?
J-just Judge.
I'm--I'm Miles's roommate.
I was-- I was his roommate.
Where is he?
I-I don't know.
I came here because he wasn't at school.
And I walk in a-and his house looks like this!!!
I-I think something happened to him.
I don't think he's lying.
Something is definitely wrong.
Lana, it's Tandy.
Get over here to Miles's apartment.
Something's wrong.
Call the others.
If you know something, tell us now...
I-I know who Miles really is.
That's why I think something bad has happened.

AAAGGHH!!

This needleless sample process is entirely fascinating.

We developed a mix of zero-point energy and microscopic laser fields.

We get to take living tissue samples without any unnecessary interaction with the subject.

His vital signs are elevated, but within range.

It reduces sample contamination.

AAAAARRRGGH!

Why can't you get what you need from him when he's dead?

We'll do that too.

Comparing the living and dead tissues of both subjects will be very illuminating.

Bishop, this will make reverse-engineering what makes a Spider-Man a very simple task.

Your dream of an army of Hydra super-soldiers will finally be a reality.

I'd hug you, but you don't seem the type.

You are correct.

YYAAGGHHH!!!

His vitals are rising!

Rrrr!!!

NYAHAGGHH!

OW!!

What was that?

Our--our intel showed nothing to suggest that he could do what he just did!

It may be a new ability brought on by the physical stress.

Give me...

my...

ffffather...

For all the good it did him.

Still...

Fascinating.

Brooklyn 70th Precinct Police Department.

IT'S ALL MY FAULT!

If you want to blame someone, blame me!

Oh my God!

Will all you derelicts just shut the--

What?!?!

Detective Hill?

I don't know if you remember us, but I'm Kitty Pryde... we're the Ultimates.

We need your help.

You used to be S.H.I.E.L.D.

You're a friend to Miles...

Well, Miles Morales needs our help.

Put him in a cell and strap him down until we get this laboratory up and working again.

What about the Spider-Girl?

At this point, we can start dissecting her.

Wait 'til we get back to do that.

I want to watch.

Agh!

SMACK

Hiiaaggh!

SMACK

FSSHHAAAMM

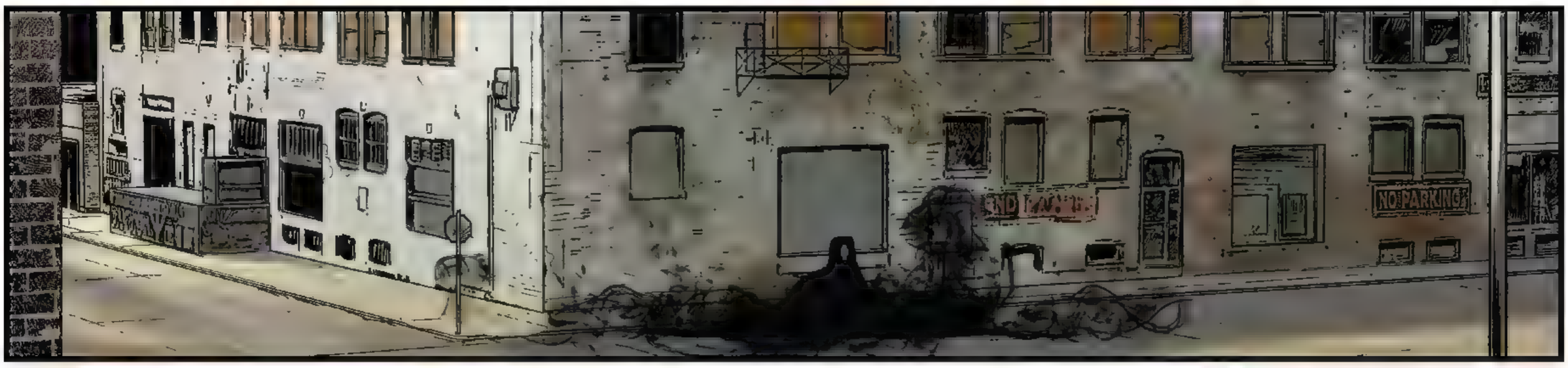
FSSHHAAAMM

CRACNK

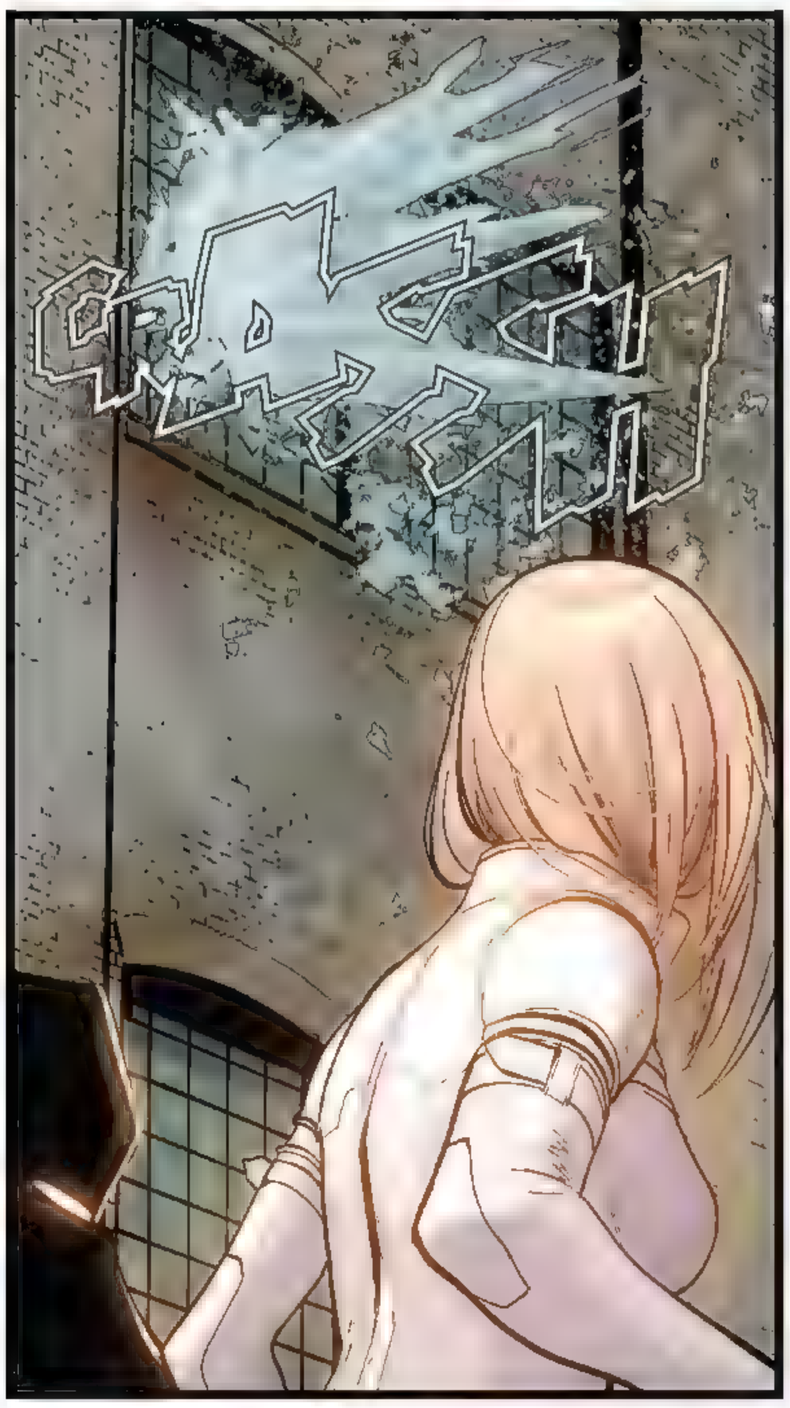
Fine.

SHACCRAACK

Damn it!
Not a peep.
None of my old connections have heard of anything going on anywhere.
Nothing?
@#$@#!
Uh, Captain, you told us to keep an ear out for any unusual disturbances....
...we got some calls from Staten Island.
Yeah, but it's Staten Island. All they are is unusual--
Small explosions in the warehouse district. Flashing lights. Some movements.
They have cars on the way.
You have an address?
That does not mean it's Spider-Man related.
I can get us over there in a split second.
Can't hurt to try.
Okay, this might feel a little weird.
Hurry.
Come on...
I'm coming.

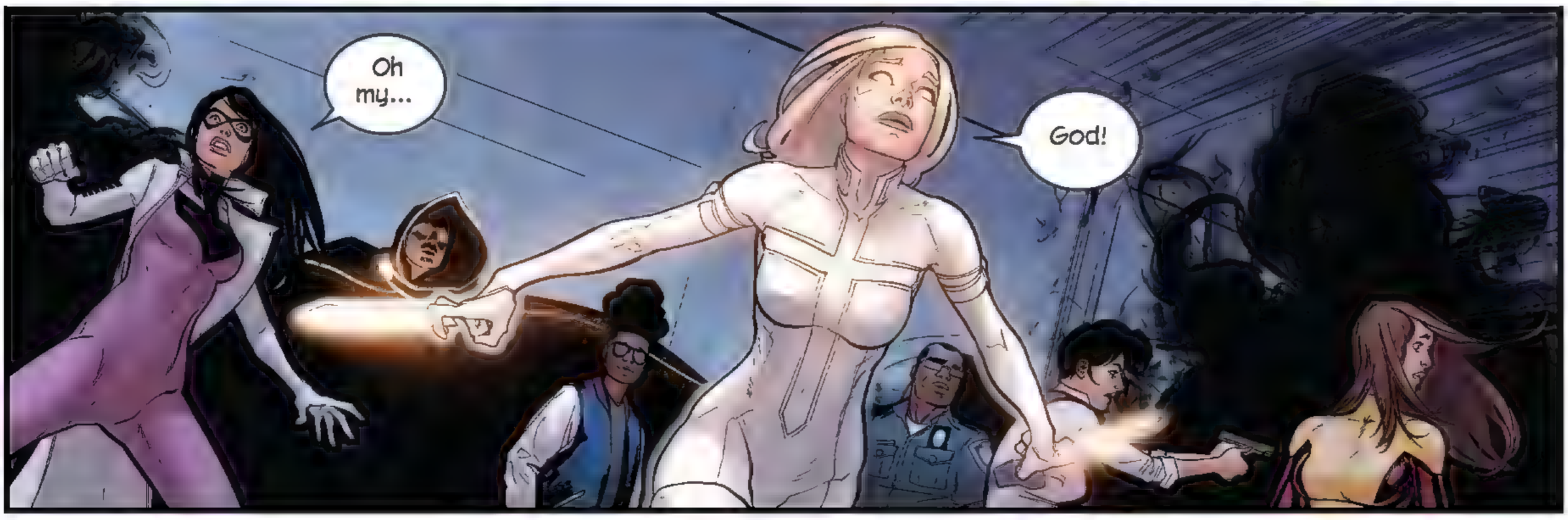

NO PARKING

Ew.
Yup.
Staten Island.
Seems quiet.
Are we sure this is the right place?
This is where your detective--


CRASH

Um...

In there!
Go! Go!
Going!
Put me through to Captain Emily Shaw of the Staten Police.


Oh my...
God!

KRAK

HA!

Whoa...

Yeah.

Uh, seriously, Miles... wow.

This is Captain Frank Quaid of the Brooklyn P.D., hi, I am in Staten Island at the following location.

We need the FBI, SWAT, we need EMT, we need--

Oh, uh, hey guys...

Did--did you just take out Hydra and Doctor Doom all by yourself?

Uh, yeah, kinda...

Jessica...

Hey guys...

Oh, nothin'.

...Whadimiss?

Hey #$%!

Hail Hydra.

Same thing.

You ought to not point guns at ladies' heads, it's rude.

Got ya, you &%$ #@ %#@$^&.

Judge?

WHAT??

This dude got us looking for you.

Dude!

I don't know how you knew or how you did it but as long as you aren't secretly Hydra or part of any other secret evil organization...

Thank you.

Uh, where's Ganke and stuff?

My dad!

I-I know where they are.

Just-- just down this hall.

Please don't hurt my dad.

Katie, you and I... are officially broken up.

Permission to let her have it?

Yeah, but don't, you know, kill her.

You don't understand, Hydra wants what you-- oof!

Shush, skank.

Dad! Hi!!!

Miles!

What the hell was this?

It's done.

How done?

Totally and completely done. I'm so tired.

Good job.

Oh! Miles! Hey!

I did not tell Judge who you are!

I know, buddy.

He knows.

How did you do all that, Miles?

I think I have a new power but I couldn't get it to work again with-- oh hey, the cavalry is here.

We should bail.

Hey guys, seriously... all of you...

Yeah yeah, don't get all mushy.

Just get me home before my mom poops a brick.

Um, guys?

You, uh, you see that?

The End.

Miles Morales Will Be Seen Next In Secret Wars.

ULTIMATE COMICS SPIDER-MAN #1 SKETCH VARIANT BY SARA PICHELLI

ULTIMATE COMICS SPIDER-MAN #1 VARIANT BY SARA PICHELLI & JUSTIN PONSOR

ULTIMATE COMICS SPIDER-MAN #1 VARIANT BY SARA PICHELLI & JUSTIN PONSOR

ULTIMATE COMICS SPIDER-MAN #6 VARIANT BY MARK BAGLEY

ULTIMATE COMICS SPIDER-MAN #8 VARIANT BY SARA PICHELLI & JUSTIN PONSOR

ULTIMATE COMICS SPIDER-MAN #13 VARIANT BY ADI GRANOV

SPIDER-MEN #1 VARIANT BY SARA PICHELLI & JUSTIN PONSOR

SPIDER-MEN #1 RETAILER VARIANT BY MARK BAGLEY, SARA PICHELLI & JUSTIN PONSOR

SPIDER-MEN #2 VARIANT BY SARA PICHELLI & JUSTIN PONSOR

SPIDER-MEN #2 VARIANT BY MARCOS MARTIN

SPIDER-MEN #3 VARIANT BY SARA PICHELLI & RAIN BEREDO

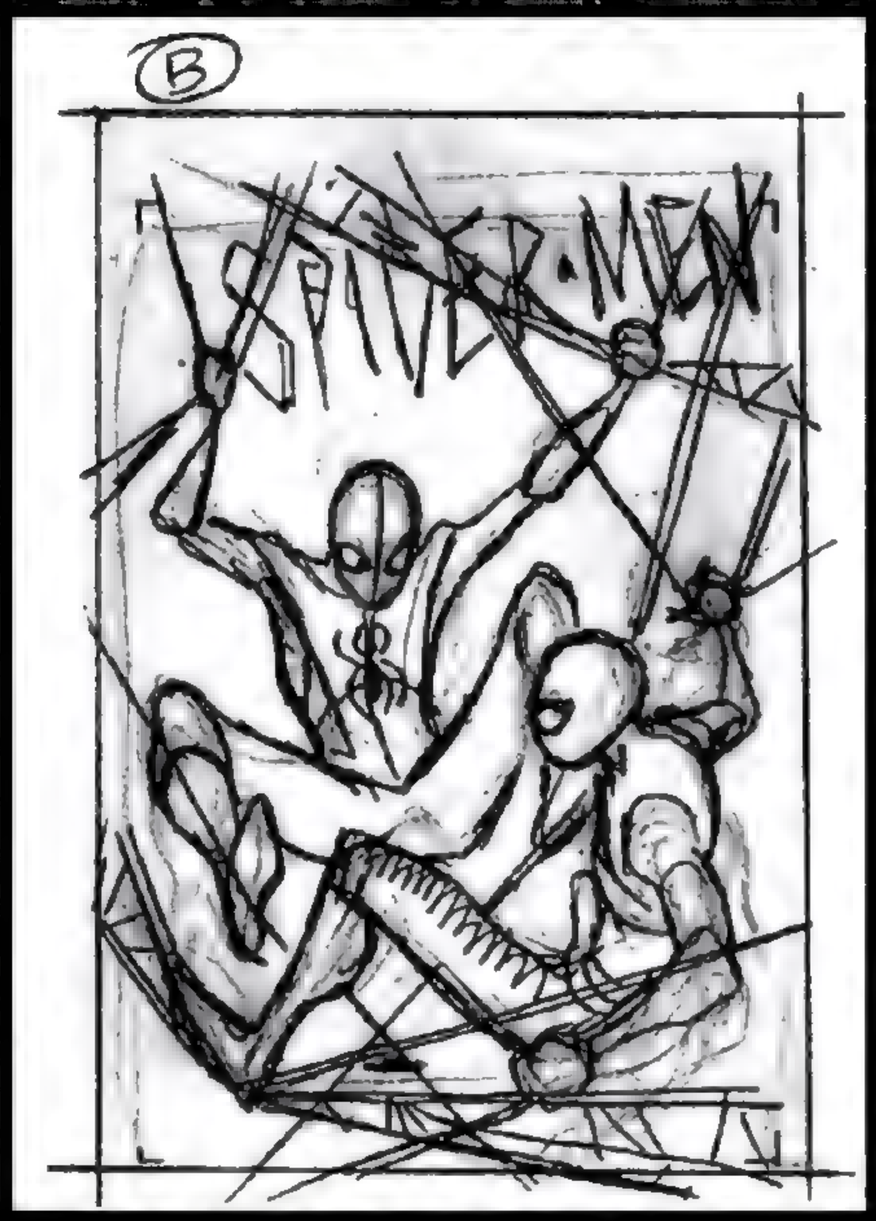
SPIDER-MEN #3 VARIANT BY TERRY DODSON & RACHEL DODSON

SPIDER-MEN #4 VARIANT BY SARA PICHELLI & JUSTIN PONSOR

SPIDER-MEN #5 VARIANT BY TRAVIS CHAREST

SPIDER-MEN #5 VARIANT BY SARA PICHELLI & RAIN BEREDO

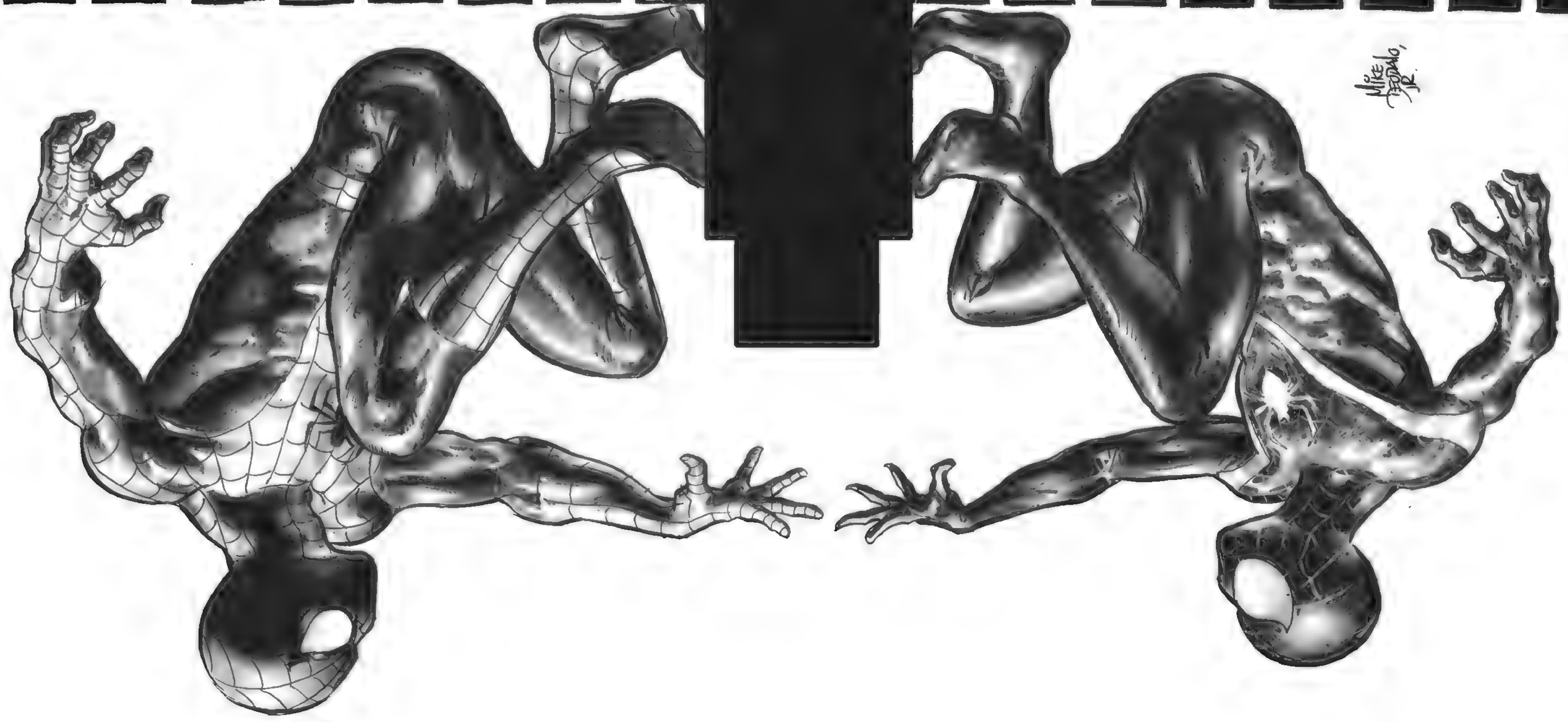
SPIDER-MEN #5 VARIANT BY TOMMY LEE EDWARDS



SPIDER-MEN #1 COVER PROCESS BY JIM CHEUNG

SPIDER-MEN ONE COVER CHEUNG

SPIDER-MEN #4 VARIANT COVER PROCESS BY MIKE DEODATO JR.


MIKE
BENDIS
JR.

SPIDER-MEN #4 VARIANT BY MIKE DEODATO JR. & RAIN BEREDO

MILES MORALES: ULTIMATE SPIDER-MAN #1 VARIANT BY FIONA STAPLES

MILES MORALES: ULTIMATE SPIDER-MAN #1 VARIANT BY BRANDON PETERSON

MILES MORALES: ULTIMATE SPIDER-MAN #2 VARIANT BY AMY REEDER

MILES MORALES: ULTIMATE SPIDER-MAN #3 VARIANT BY SARA PICHELLI & JUSTIN PONSOR

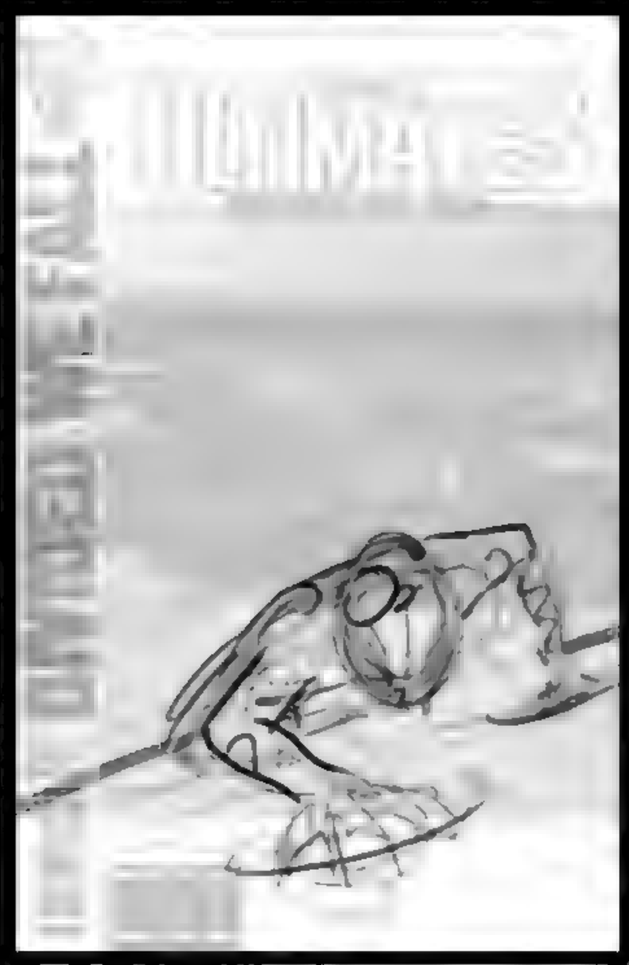
ULTIMATE FALL-OUT #4 VARIANT BY MARKO DJURDJEVIĆ

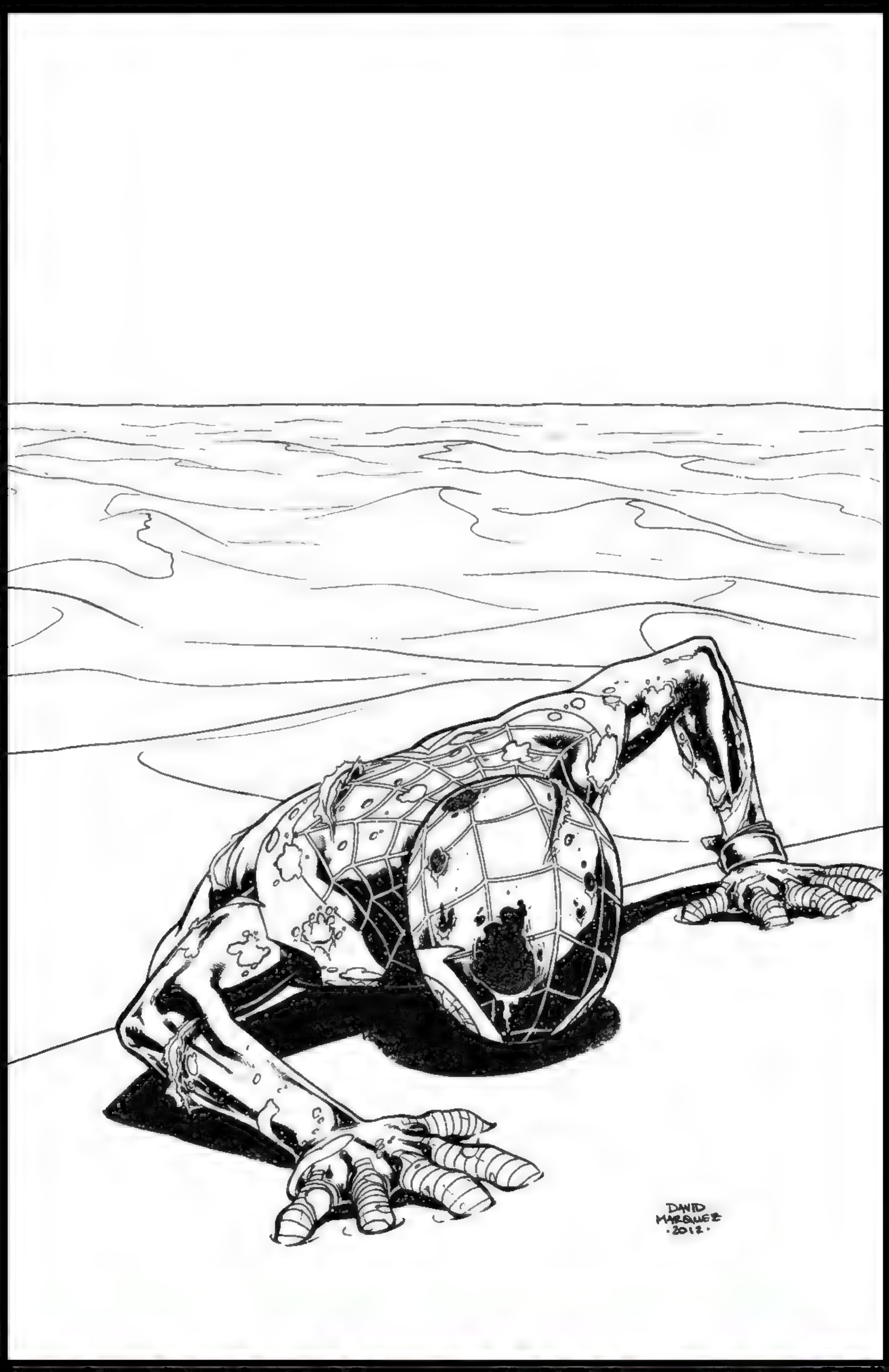
ULTIMATE FALL-OUT #4 VARIANT BY MARK BAGLEY

ULTIMATE FALL-OUT #4 2ND PRINTING VARIANT BY MARK BAGLEY

CATACLYSM: ULTIMATES #1, **CATACLYSM: ULTIMATE X-MEN #1** & **CATACLYSM: ULTIMATE SPIDER-MAN #1** COMBINED VARIANTS BY GABRIEL HARDMAN & ELIZABETH DISMANG BREITWEISER

ULTIMATE COMICS SPIDER-MAN #16 COVER INKS BY DAVID MARQUEZ

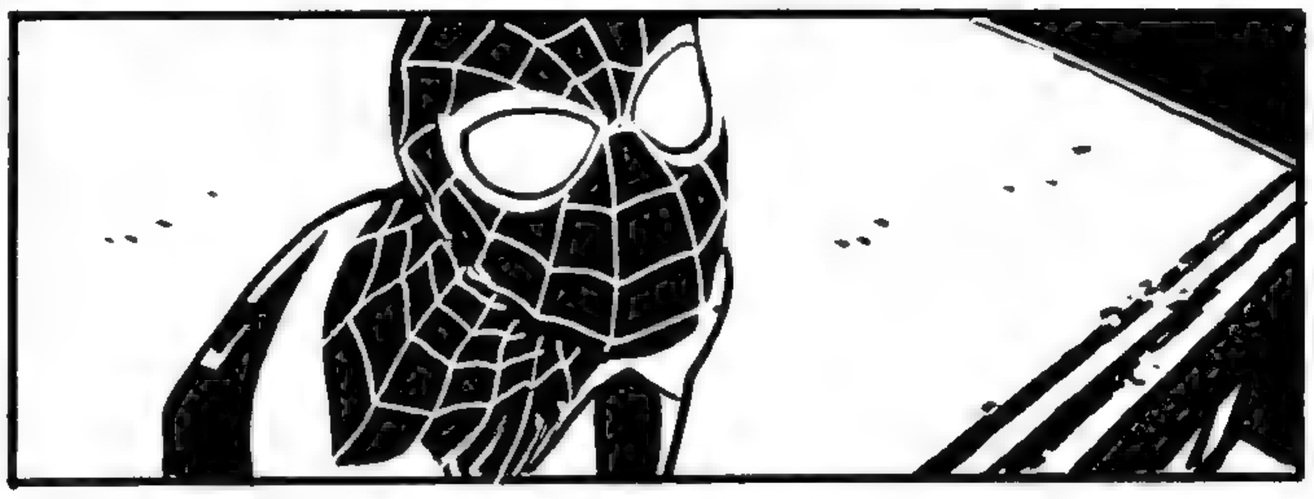


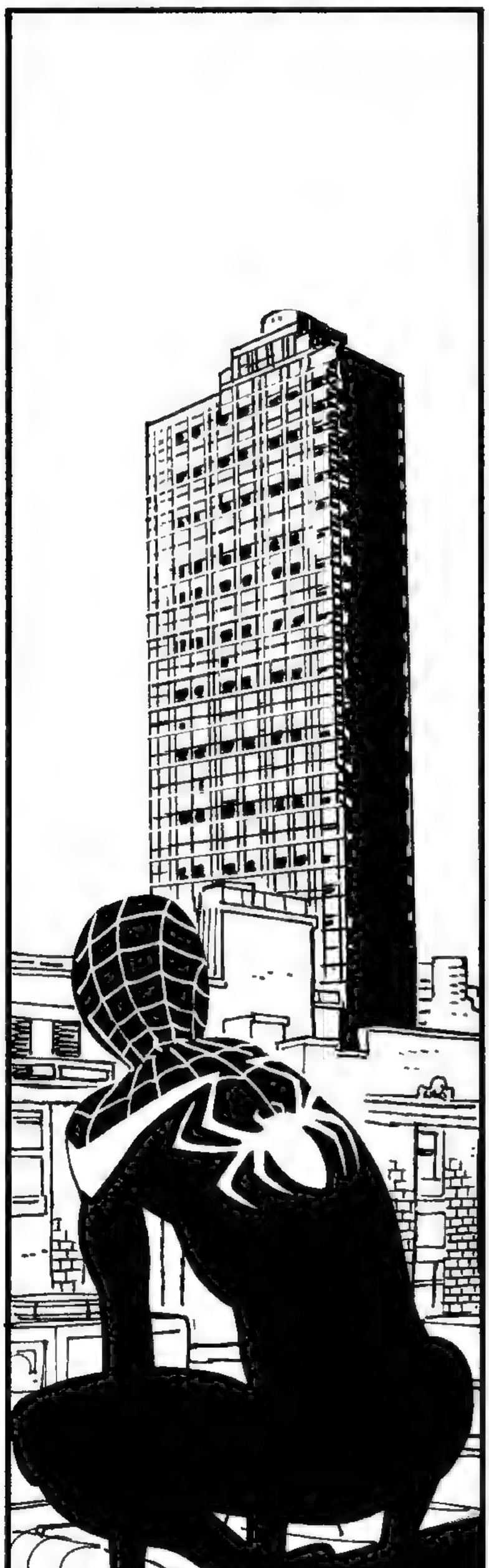


ULTIMATE COMICS SPIDER-MAN #16 COVER PROCESS BY DAVID MARQUEZ

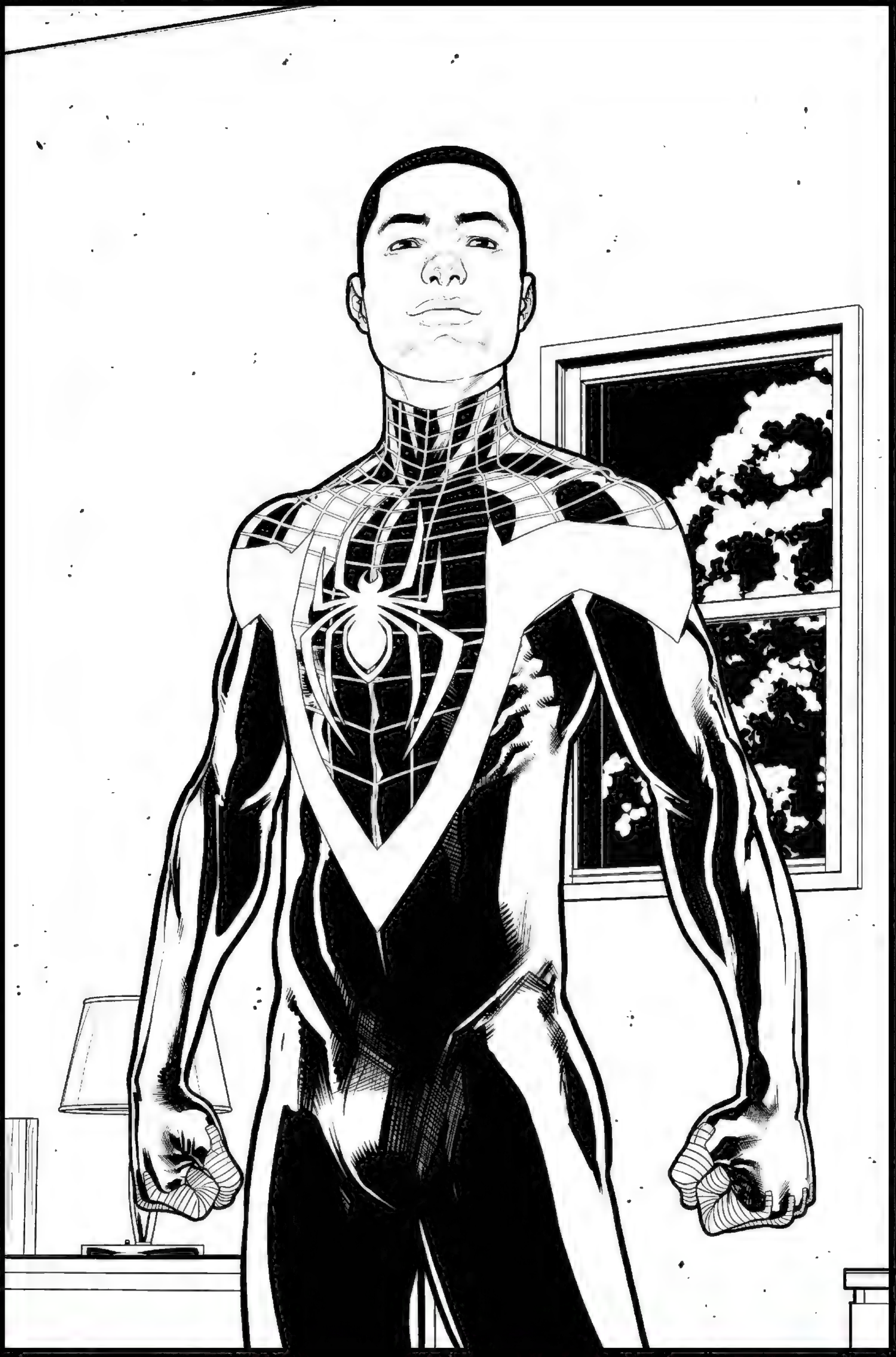
ULTIMATE COMICS SPIDER-MAN #5, PAGES 20-21 ART BY SARA PICHELLI & DAVID MESSINA

ULTIMATE COMICS SPIDER-MAN #6, PAGES 5-6 ART BY CHRIS SAMNEE





ULTIMATE COMICS SPIDER-MAN #28, PAGE 2 ART BY DAVID MARQUEZ



ULTIMATE COMICS SPIDER-MAN #28, PAGE 19 ART BY DAVID MARQUEZ

MILES MORALES: THE ULTIMATE SPIDER-MAN

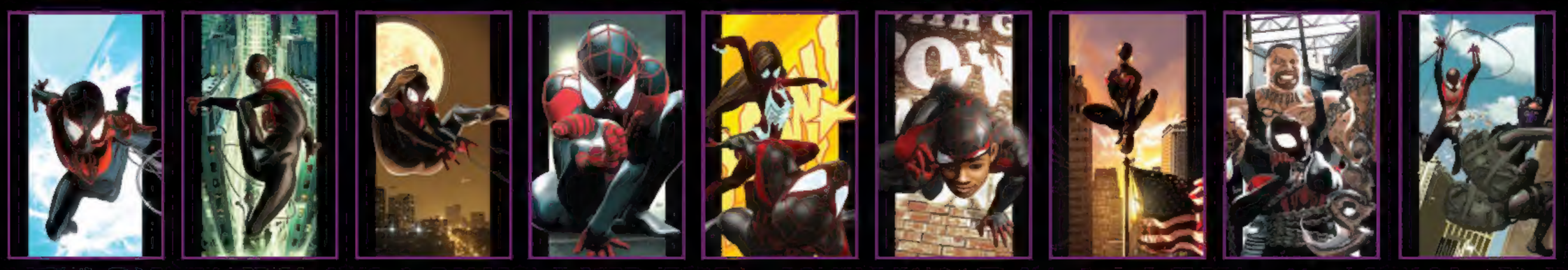
COVER GALLERY

ULTIMATE SIX (2003) #1-7

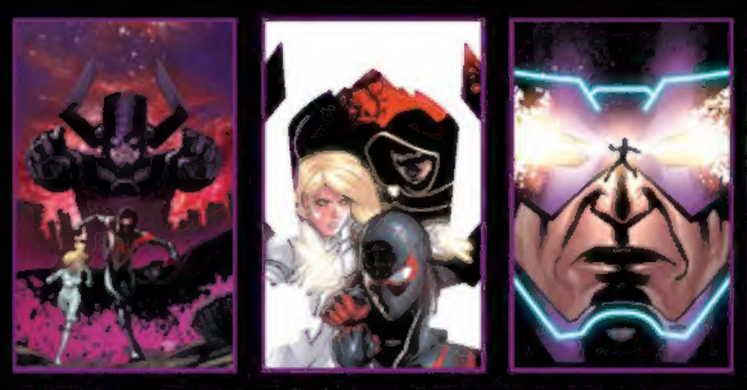
ULTIMATE COMICS SPIDER-MAN (2009)
#1-15 & #150-160

ULTIMATUM: SPIDER-MAN REQUIEM (2009)
BOOKS 1-2

ULTIMATE COMICS SPIDER-MAN (2011)
#1-28



CATACLYSM: ULTIMATE COMICS SPIDER-MAN (2013) #1-3



ULTIMATE SPIDER-MAN (2014) #200

What a spectacular, amazing, sensational and astonishing run MILES MORALES: ULTIMATE SPIDER-MAN has been. Since his first appearance in 2011, the character has touched the hearts of thousands of readers and that includes ye ol' editor, Mark Paniccia, hisself. When I look back at earlier conversations with writer Brian Bendis, Publisher Dan Buckley and Chief Creative Officer Joe Quesada and sift through initial designs by Sara Pichelli I can't help but feel an overwhelming amount of pride in the accomplishments of all the many talented people who've worked on all of the books Miles has been a part of. And for this series in particular, I'm blessed with the consistent amount of love that creators like David Marquez, Justin Ponsor and Cory Petit have put into it along with that Bendis guy. ;)

I'm also very grateful for the fan support for the character. One of the true pleasures in this business is reading letters and e-mails about how important Miles has been to readers on so many human levels. There's been many such letters and e-mails. And I look forward to continue to reading more. Thanks, everyone. Miles Forever!

-Mark Paniccia, Senior Editor

It has been an honor to bring the adventures of Miles Morales to life for these last three years with the prodigious talent of Brian Bendis' writing, Justin Ponsor's color art, Cory Petit's lettering and the inerrant guiding hand of editors Mark Paniccia and Emily Shaw. Most of all, it has been an honor to share Miles' trials, tribulations and achievements with the best reading audience an artist could hope for. Miles is, to my mind, the most important super-hero comic-book character of this generation. I never could have imagined I would be a part of something that means so much to so many people, and that means so much to me. Thanks for making this such a wonderful ride.

-David Marquez, Artist

...Wait, it's ending? Man, the letterer is the last to know! Thanks to everyone who helped support the adventures of Miles Morales. They have truly been amazing.

-Cory Petit, Letterer

Well, fellow web-slingers, here we are. The last issue. We asked for your goodbyes and boy did you deliver! Without further ado (and because we're runningoutofspace), we'll let you all take it from here...

Dear Ultimate Marvel Team,

Being an African American teenager, the effect that Miles has had on me personally has been huge. The fact that my favorite super hero of all time was the same race as me was huge. The fact he also beat Peter Parker from the 616 universe in their first encounter was huge for me, too. I just love everything about the Miles Morales character from his difficulty learning his powers, to the death of his mother (very sad), to him getting Aunt May and Gwen's approval as the new Spider-Man, to his father running out on him (extremely sad, shed a few tears), and every other trial and tribulation he has been through is the type of thing that makes me want to be a comic book writer. Mr. Bendis does a phenomenal job with this book like he does with all the books he does and the art is superb, David Marquez just kills it every issue and before him Sara Pichelli was incredible. I'm sorry this letter is so long but this is extremely important to me. In short thank you for the Ultimate Universe and thank you for the memories.

From,
AJ Lotson, Ultimate Universe's #1 Fan

Hi folks,

As a Spider-Man fan, I'm truly sad to see this remarkable run come to an end. At first, I was confused (and even concerned) about having Peter Parker return to seemingly overshadow the title character of this series. But those worries were short-lived, as I got a story that carefully brought together the ideas that define Spider-Man and why that title now belonged to Miles. Peter was back, but his successor had more than earned the right to bear the mantle. Miles Morales *is* the Ultimate Spider-Man!

Without a doubt, this has been the best Spider-title on the shelves for some time. These issues have been an outstanding blend of action balanced with both humor and quieter character moments, all brought to life in "widescreen" format by the incredible David Marquez. His approach took the storytelling to astonishing heights (and in the case of the Jefferson flashback issues, exciting new territory), making every issue worth the wait.

Thanks to the entire creative team for this phenomenal run of issues! See you on the other side!

Best,
Brian Jacob
Maplewood, NJ

So. This feels like writing a eulogy.

I get the feeling this will be one of many "ULTIMATE SPIDER-MAN was my first comic" letters. So add mine to the pile. Because it was. Both Ultimate Spidey and X-Men were my first two monthly books as a kid. Then my parents threw them away. It wasn't until I got my first full-time job that I started buying comics again. But even when I did, I forgot about ULTIMATE SPIDER-MAN. Then Miles happened. At that time my family had become friends with a Sudanese family with a little boy named Mario who has become a little brother to me. And because I liked comics, he liked comics. So I made sure his first comic was ULTIMATE SPIDER-MAN. We dressed up as Peter and Miles for Free Comic Book Day. That inspired me to read the entire run, seeing as I got parentally interrupted at issue #14.

Anyway. Thanks for making Mario and I comic readers for life.

-Benji Bajorek

ULTIMATE SPIDER-MAN #98 was that first comic I ever bought and I read it cover to cover at least a million times. It's been great reading ULTIMATE SPIDER-MAN, or rather, it's been amazing experiencing ULTIMATE SPIDER-MAN through my life and others. Even if this doesn't get printed, I just want to let you know, Brian Michael Bendis, Mark Bagley, Stuart Immonen, David Lafuente, David Marquez, Mark Brooks and anyone else involved in the process of making ULTIMATE SPIDER-MAN, thank you. Thanks from me, for being my favorite comic book of all time. Thanks from every Ultimate Spider-Fan who has enjoyed your spectacular comics for the past 15 years.

Thank you.

Your fan for the rest of my life,
Robert Morvay

WHY?

Why is this happening? I don't want Miles to go away. I love this book so much.

I don't understand why we can't just keep Miles in his own book and keep him separate from the collapsing Marvel Multiverse. I like him being outside of the regular universe, telling his own stories in a way that don't feel like he's just being used to cross-promote some other Marvel title. His books are so good.

Please, I beg you. Don't get him involved with this universe-collapse business, or even worse, just go away completely.

Just let his story continue, and let Brian Michael Bendis be the one to keep telling it.

Please.

True Believer,
Justin Rueff

Dear Whoever has ever worked on the Marvel Ultimate universe,

I first discovered the Ultimate universe when my older brother bought an issue of ULTIMATE MARVEL magazine, an old magazine that compiled three issues into one book. It contained six issues of ULTIMATE SPIDER-MAN and ULTIMATE X-MEN, as well one of ULTIMATE TEAM-UP.

It's a universe I've always had a lot of love for, with ULTIMATE SPIDER-MAN always being my favorite. It's the highlight of my collection, and every twist and turn Peter and Miles have had to face is near and dear to my heart. I hope this isn't the last we'll see the Ultimate Spider-Man, but whatever waits at the end of SECRET WARS I'll always have this amazing collection to look back on.

So thank you to Bendis, Bagley, Millar, Finch, Pichelli and many other creators who shaped a great universe. It was a heck of a ride.

-Jeff Medhurst

My very first comic was the Free Comic Book Day version of ULTIMATE SPIDER-MAN #1. Since then, I've been wrapped up in comics with the Ultimate universe having a special place in my heart. As for Miles, he is a shining example of how far comics have come since I've known them and for that, I'm extremely grateful to everyone involved with the book's production.

Thank you for giving me a hero,
W. Rosenthal

Hey guys, first of all I just wanted to say wow, what a ride it has been. I'm a 27-year-old guy living in Sweden and I've been a fan of Spider-Man for as long as I can remember. The team on Miles has really been doing an all-around great job with him and I feel I have to give special praise to David Marquez and Justin Ponsor who have really made the great writing of Mr. Bendis come to life.

Miles has really grown into his own and it has been interesting to see his journey as a super hero unfold. I am looking forward to seeing what will happen to him during the new SECRET WARS event and also to see what will happen to him in the future if he does survive Battleworld. If it's true that we are still getting SPIDER-MEN 2, I really do hope to see David Marquez back on art duties since the guy really does draws a mean Spidey.

All the best,
David Johansson
Luleå, Sweden

Wow, the whole Ultimate universe was incredible, Miles got me into comics. Miles is an influence to me, since I'm Hispanic and just thirteen years old (like when Miles started). I started from issue #7 Vol. 3, but I am now completing my entire collection of Miles appearances (a lot could happen in four months). It seems awfully weird to say goodbye to the Ultimate universe.

A huge Miles fan from Canada,
Joe Sanchez

From all of us here in the Ultimate Spidey Office and all of the creators that have worked on this title over the past 15 years (what?!): thank you. This book exists because of fans like you. So thanks for keepin' the lights on, friends. And let's all cross our fingers for Miles as we head into SECRET WARS...

-Chris, Emily & Panic

"Easily the most exciting and well-received original character to come out of the entire Ultimate imprint."
— Paste Magazine

A SPIDER-MAN [redacted] FOR THE [redacted] 21ST CENTURY!

When Peter Parker falls, the Ultimate Universe needs a new hero — step forward, Miles Morales! Also bitten by a genetically enhanced spider, Miles has Peter's strength, agility and wall-crawling abilities — and more, including a stealth mode and venom blast. But can he get his hands on a pair of web-shooters? And how about a costume? With his best friend and school roommate, Ganke, sharing his secret, Miles leaps into action to face threats including the Scorpion, a new Venom and an uncle who's nothing like Ben Parker! Miles shares a multiversal meeting with the Marvel Universe's Spider-Man and fights alongside the Ultimates — but what tragic event could leave the young hero swearing never to wear the mask again?

It's every Ultimate Universe adventure of Miles Morales in one world-changing volume!

COLLECTING *ULTIMATE COMICS SPIDER-MAN #1-28* AND *#16.1*, *SPIDER-MEN #1-5*, *CATACLYSM: ULTIMATE SPIDER-MAN #1-3*, *ULTIMATE SPIDER-MAN #200*, *MILES MORALES: ULTIMATE SPIDER-MAN #1-12*, AND MATERIAL FROM *ULTIMATE FALLOUT #4* — BY BRIAN MICHAEL BENDIS, SARA PICHELLI, CHRIS SAMNEE, DAVID MARQUEZ, PEPE LARRAZ, MARK BAGLEY, MARK BROOKS, DAVID LAFUENTE, DAVID MESSINA, ANDREW HENNESSY, JUSTIN PONSOR, PAUL MOUNTS AND JASON KEITH.

MARVEL